MARVEL MASTERWORKS®

THE AMAZING SPIDER-MAN®

VOLUME 15

THE AMAZING SPIDER-MAN Nos. 143-155

GERRY CONWAY, LEN WEIN & ROSS ANDRU

MARVEL

MARVEL MASTERWORKS

PRESENTS

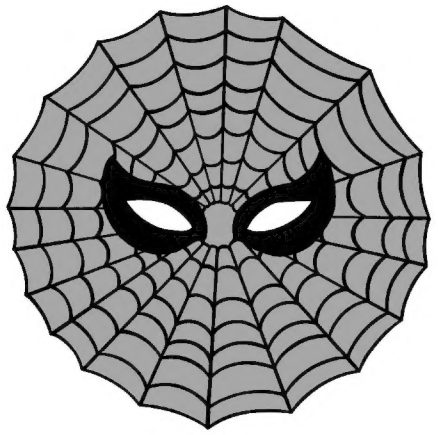
VOLUME 15

COLLECTING

THE AMAZING SPIDER-MAN Nos. 143-155

GERRY CONWAY • LEN WEIN

ROSS ANDRU



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MARVEL MASTERWORKS
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NOS. 143-155

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ALL THINGS MUST PASS
BY GERRY CONWAY

And so we come to an end.

This volume of *Marvel Masterworks* marks two endings, one purely personal involving your not-always-so-humble weaver of tales, and another, more consequential ending, of a rather epically controversial storyline.

(Like all endings, of course, these two conclusions also carry the seeds of new beginnings, but more on that later.)

Controversial storyline ending first:

As you might have guessed, the death of Spider-Man's first serious love interest, Gwen Stacy, provoked a considerable reaction from fans—not all of it, or most of it, or even much of it, positive. Today, modern readers look back on "The Death of Gwen Stacy" as a classic tale marking the transition from Marvel's Silver Age to the darker, grittier Bronze Age of the '70s and '80s. Some have gone so far as to say that Gwen's death—and Spider-Man's tragic complicity in it—represent the moment when comics began to "grow up," reflecting the paradoxical complexity of real life. Maybe so. At the time, as I've stated before, all of us who were involved with the creation of that tale—Stan Lee, John Romita, Roy Thomas, Gil Kane, and myself—wanted to do was stir things up and tell a good story.

What we did was ignite a firestorm.

Nowadays, with heroes dying regularly and others coming back from the dead, readers and fans alike have become somewhat cynical about "turning point" stories. As the saying goes, in comics, nobody seems to stay dead forever. But back in the early 1970s we didn't have that kind of history behind us. When characters died, especially when they died unambiguously, they tended to stay dead. (This is why you sometimes ended up with two villains sharing the same name—one villain would die, and a second villain would take up his mantle, costume, and alias. But even that happened fairly infrequently.)

As a result, when a character died—especially one of the "good guys," or a well-liked supporting character—readers took such events far more seriously than they do today.

Far more seriously.

Case in point: the reader/fan reaction to the death of Gwen Stacy.

We got mail.

Lots and lots of mail.

Lots and lots of hostile mail.

Very hostile mail.

And not just mail: at conventions, those of us considered responsible for Gwen's death—specifically, yours truly—were regularly verbally assaulted by angry fans who took the events in that story a little more personally than their mental health advisors might have been comfortable with. It wasn't pleasant, let me tell you. In fact, it was so unpleasant I actually stopped reading fan mail and cut back on going to conventions. Fortunately, this wasn't much of a hardship for me, because I've never felt at ease in large crowds. Still, it was upsetting.

But not as upsetting for me as it was for Stan.

Stan, you see, is a people person. He loves crowds, the larger the better, and he loves speaking at conventions, and in the late '60s and '70s he also had a side career speaking at colleges. Stan was (and of course, still is) a pop culture icon and he was accustomed to having fun at fan and college meet-and-greets.

What he wasn't accustomed to was being attacked for his part in killing off Peter Parker's love interest.

Stan was flustered and taken aback and after attempting to deflect blame (this is where the story that Gwen's death was something that was conceived and executed behind Stan's back first gained currency) he decided he wanted the entire controversy to Just Go Away.

So he told Roy Thomas, who was Marvel's editor in chief (and, in fact, at that time Marvel's only editor) that somehow, some way, we had to bring back Gwen Stacy.

We argued with him. We made the point that Marvel's policy had been that when characters died in our stories, they (generally) stayed dead. We made the point that Peter had already begun to move on, that we were setting up a new relationship with Mary Jane Watson, and bringing Gwen back would throw a monkey wrench into that storyline. Stan countered that emotional conflict was a good thing (he was right) and anything that challenged a hero made for a better story (he was also

right). And in any case, he was the boss, he'd made a decision, and he wanted it done.

So that was that.

I did, however, manage to get one crucial concession: Stan agreed that whatever we did, we should not invalidate the original story, and that when we were done "bringing Gwen back" we could write her out of the series permanently.

Which is how and why I came up with the Jackal storyline, which in turn led to the Clone Wars epic a decade later.

Mother of necessity and all that.

Silk purse from a sow's ear.

* * *

Ironically, I'm really proud of the stories in this volume—in many ways I consider them among my best work on *The Amazing Spider-Man*. And not just my best work: this volume represents what I think of as Ross Andru's creative peak during his run pencilling the adventures of our favorite friendly wall-crawler. You may disagree, the writers who followed me on the book in collaboration with Ross may have their own opinions, but for me, these stories present Ross at his absolute best as a storyteller and a designer of brilliant *mise en scène*.

Don't believe me? Look at the airport sequence in issue 143. Wordless, emotive, dramatic and cinematic. Or the Spidey-Tarantula showdown in the dark in issue 148. Pure visual storytelling, a perfect example of how to create a sense of space and context with a minimum of detail. Or the simple conversation scene between Mary Jane and May Parker in issue 147. Specific, clean, emotional—straight-forward storytelling in comics doesn't get much better than this.

I've said it before and I'll repeat it here for the last time (in this series of introductions, anyway): Ross Andru is one of the great, most underrated comic book artists of the last fifty years. If this volume doesn't convince you of that…well, hand in your comic book fan badge, you're officially dismissed.

* * *

Now for the personal ending.

By the mid-1970s, I'd been writing for Marvel for half a decade. I was incredibly lucky to have arrived at the company at a propitious moment, when Stan was reducing his commitment to scripting comics, and Roy Thomas—his heir apparent in any rational universe—was becoming preoccupied with the demands of his new role as editor in chief (and, as I said, in fact Marvel's only editor), as well as scripting the adventures of a certain barbarian named Conan. In the resulting creative crisis I was given opportunities as a writer that other scripters would have killed to have.

But by 1975 I was looking for new challenges, new responsibilities, and new ways to express myself creatively—none of which appeared to be available to me at Marvel. I wanted to be an editor—in particular, I wanted to follow Roy as editor in chief when he decided to leave that position—but for reasons we don't have to go into here, that path wasn't open to me.

So, with regret and apprehension, I decided it was time for me to say goodbye.

I'm pretty sure I hadn't come to that decision consciously when I began plotting and writing the Jackal/Gwen storyline, but I know that by the last few issues I was aware I was writing my (temporary, as it turned out) swan song as Spidey's storyteller. I wanted to sum up my feelings about Peter Parker and his supporting cast, and the issues I felt he faced, and that's what I attempted to do in the stories included in this volume. As I said, I feel proud of this run of tales. I used every tool in my toolbox, every technique I'd learned, and I tried to speak from the heart. I was fortunate to be working with a man like Ross Andru, who brought his A game, as always. Whether I achieved my goal of leaving on a high note is for you, the reader, to decide.

Of course, since we're talking about comics, where no one stays dead or gone forever—except Gwen Stacy—I did come back eventually.

But that, my friends, is another story.

2012

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
143
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02457
the AMAZING SPIDER-MAN®
PARIS IS MY CITY, WEB-HEAD!
YOU'VE COME A LONG WAY-- ONLY TO DIE!
A BRAND-NEW MENACE FOR SPIDEY TO BATTLE!
-- AND CYCLONE IS HIS NAME!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR * ROSS ANDRU ARTIST * F. GIACOIA & D. HUNT INKERS * ARTIE SIMEK LETTERER JAN COHEN COLORIST * LEN WEIN EDITOR

CHRISTMAS HAS COME AND GONE, BUT WINTER IS STILL WITH US:
NEW YORK'S WINTERS HAVE ALWAYS BEEN STRANGE--AND THIS YEAR IS NO EXCEPTION.
IT'S ALMOST NEW YEAR'S EVE--AND IT'S RAINING.
BUT THE RAIN ISN'T WHAT GRABS THE ATTENTION OF A CERTAIN SOGGY SPIDER-MAN:
OH NO, INDEEDY!
NO! NOT AGAIN! NOT AGAIN!
...AND THE WIND CRIES: CYCLONE!
DON'T FRET, HERO--YOU AIN'T SEEN NUTHIN' YET!
FEATURING POSSIBLY THE MOST BIZARRE SUPER-VILLAIN IN THE ANNALS OF SPIDEY-DOM!

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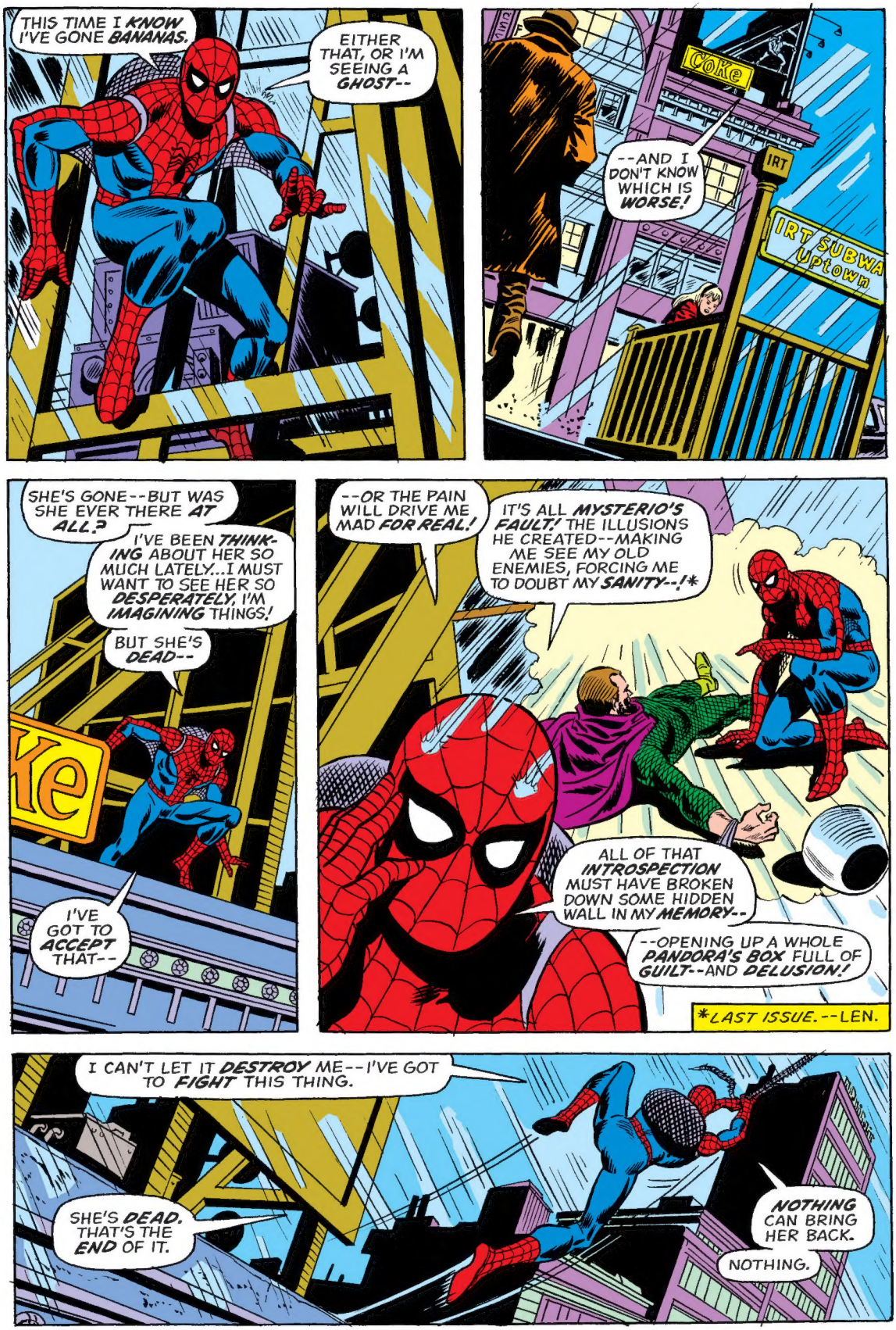
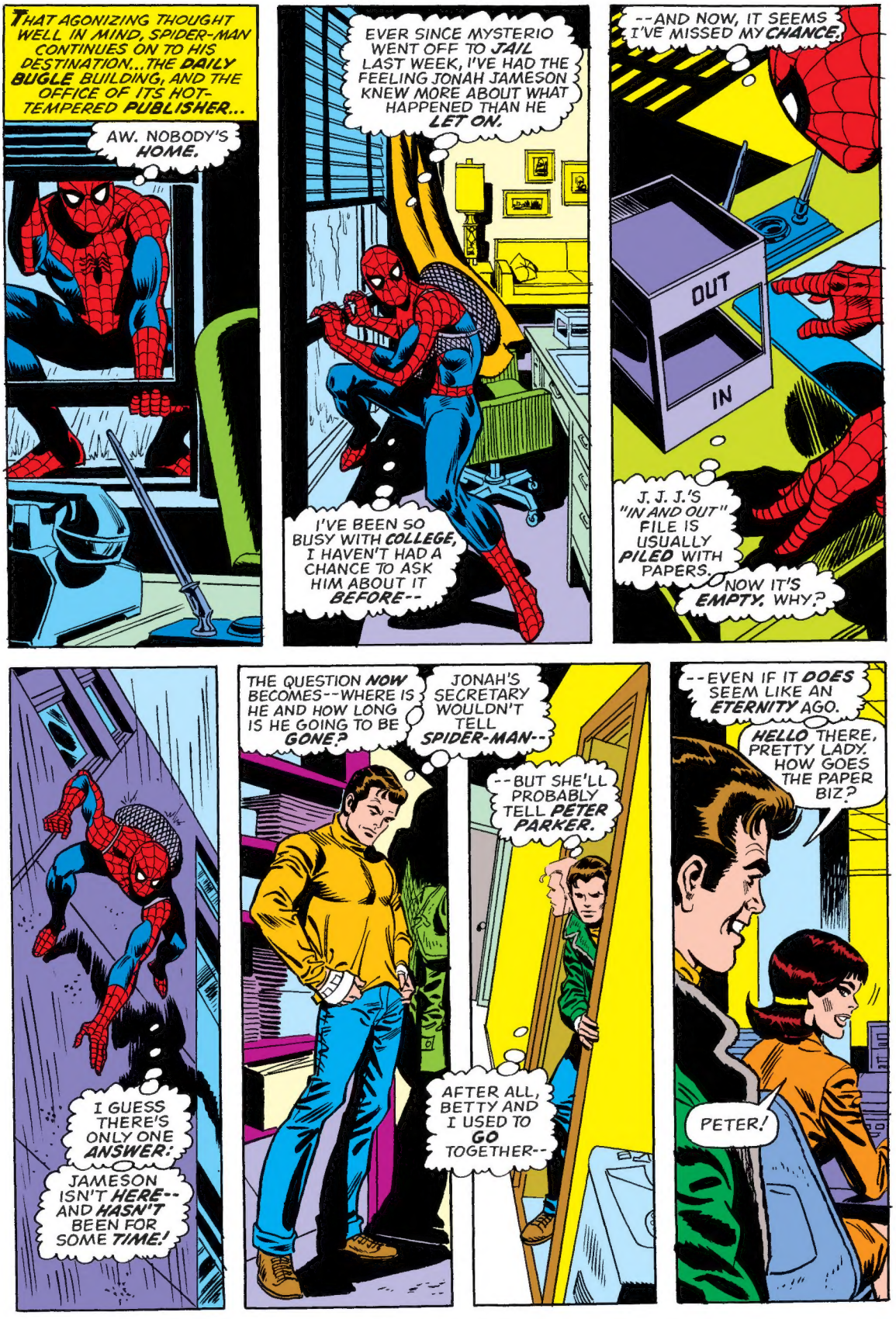
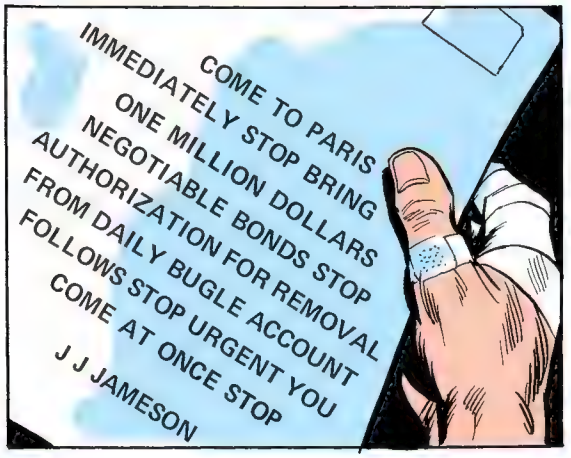

THIS TIME I KNOW I'VE GONE BANANAS.
EITHER THAT, OR I'M SEEING A GHOST--
COKE
--AND I DON'T KNOW WHICH IS WORSE!
IRT
IRT SUBWA
Uptown
SHE'S GONE--BUT WAS SHE EVER THERE AT ALL?
I'VE BEEN THINKING ABOUT HER SO MUCH LATELY...I MUST WANT TO SEE HER SO DESPERATELY, I'M IMAGINING THINGS!
BUT SHE'S DEAD--
I'VE GOT TO ACCEPT THAT--
--OR THE PAIN WILL DRIVE ME MAD FOR REAL!
IT'S ALL MYSTERIO'S FAULT! THE ILLUSIONS HE CREATED--MAKING ME SEE MY OLD ENEMIES, FORCING ME TO DOUBT MY SANITY--!*
ALL OF THAT INTROSPECTION MUST HAVE BROKEN DOWN SOME HIDDEN WALL IN MY MEMORY--
--OPENING UP A WHOLE PANDORA'S BOX FULL OF GUILT--AND DELUSION!
*LAST ISSUE.--LEN.
I CAN'T LET IT DESTROY ME--I'VE GOT TO FIGHT THIS THING.
SHE'S DEAD. THAT'S THE END OF IT.
NOTHING CAN BRING HER BACK.
NOTHING.

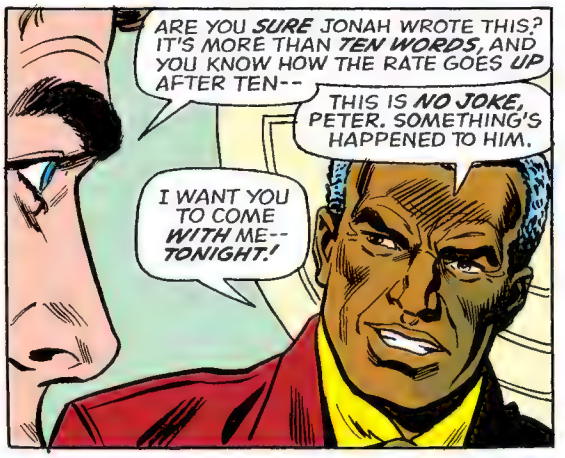

THAT AGONIZING THOUGHT WELL IN MIND, SPIDER-MAN CONTINUES ON TO HIS DESTINATION...THE DAILY BUGLE BUILDING, AND THE OFFICE OF ITS HOT-TEMPERED PUBLISHER...
AW. NOBODY'S HOME.
EVER SINCE MYSTERIO WENT OFF TO JAIL LAST WEEK, I'VE HAD THE FEELING JONAH JAMESON KNEW MORE ABOUT WHAT HAPPENED THAN HE LET ON.
I'VE BEEN SO BUSY WITH COLLEGE, I HAVEN'T HAD A CHANCE TO ASK HIM ABOUT IT BEFORE--
--AND NOW, IT SEEMS I'VE MISSED MY CHANCE.
OUT
IN
J. J. J.'S "IN AND OUT" FILE IS USUALLY PILED WITH PAPERS.
NOW IT'S EMPTY. WHY?
I GUESS THERE'S ONLY ONE ANSWER:
JAMESON ISN'T HERE-- AND HASN'T BEEN FOR SOME TIME!
THE QUESTION NOW BECOMES--WHERE IS HE AND HOW LONG IS HE GOING TO BE GONE?
JONAH'S SECRETARY WOULDN'T TELL SPIDER-MAN--
--BUT SHE'LL PROBABLY TELL PETER PARKER.
AFTER ALL, BETTY AND I USED TO GO TOGETHER--
--EVEN IF IT DOES SEEM LIKE AN ETERNITY AGO.
HELLO THERE, PRETTY LADY. HOW GOES THE PAPER BIZ?
PETER!

HOW'S THE SOON-TO-BE-BLUSHING BRIDE? HAVE YOU AND NED LEEDS SET THE DATE YET, BETTY?
AUGUST 27TH, PETER--AND IT'S SWEET OF YOU TO ASK.
AW, COME ON--YOU KNOW YOU'RE THE ONLY GIRL I EVER LOVED.
PETER!
WELL--ANYWAY. HOLD STILL.
OH, PETER...
--WHAT'S WITH JJJ?
ON THE MORE PROSAIC SIDE OF LIFE--
I HAVEN'T HEARD HIS DULCET TONES ALL WEEK.
HE'S IN EUROPE, PETER. SOMETHING CAME UP, AND HE HAD TO LEAVE QUICKLY.
I'LL JUST BET "SOMETHING CAME UP." IF JAMESON WAS BEHIND MYSTERIO'S ATTACK ON ME, I WOULDN'T BLAME HIM FOR NOT STICKING AROUND.
SO WHO'S MINDING THE STORE? ROBBIE?
MR. JAMESON ALWAYS LEAVES MR. ROBERTSON IN CHARGE, PETER.
YOU KNOW THAT.
SO I LIKE IDLE CONVERSATION WITH A PRETTY LADY.
SO SUE ME.
--THIS IS NOT A HEADLINE, CARPENTER--THIS IS NURSERY RHYME!
FIX IT PRONTO OR WE'LL MISS OUR DEADLINE!
SORRY, SIR!
FORGET "SORRY"! DO IT.
OH, PETER--!
I'M GLAD YOU STOPPED BY, SON. I WAS ABOUT TO CALL YOU.
IF YOU'RE GOING TO PULL THE SAME CAPTAIN BLIGH ROUTINE ON ME AS YOU DID ON THEM, MR. ROBERTSON--
-THANKS, BUT NO THANKS.
NONSENSE, PETER...
...ACTUALLY, I WAS GOING TO OFFER YOU A FREE LUNCH.
BUT IF YOU'RE AFRAID AN OLD CITY EDITOR IS GOING TO BITE YOUR HEAD OFF--
FOR A FREE MEAL, I'LL CHANCE ANYTHING.

TWO BOWLS OF WONTON SOUP LATER...
I'M AFRAID THINGS ARE MORE SERIOUS THAN I LED YOU TO BELIEVE, PETER.

YOU'VE BEEN WORKING FOR JAMESON A LONG TIME, PETER--SINCE YOU WERE IN HIGH SCHOOL.
HUH? HOW SO?
LONGER THAN I HAVE, INCREDIBLE AS IT SEEMS TO ME... WHAT DO YOU MAKE OF THIS? I RECEIVED IT LAST NIGHT...

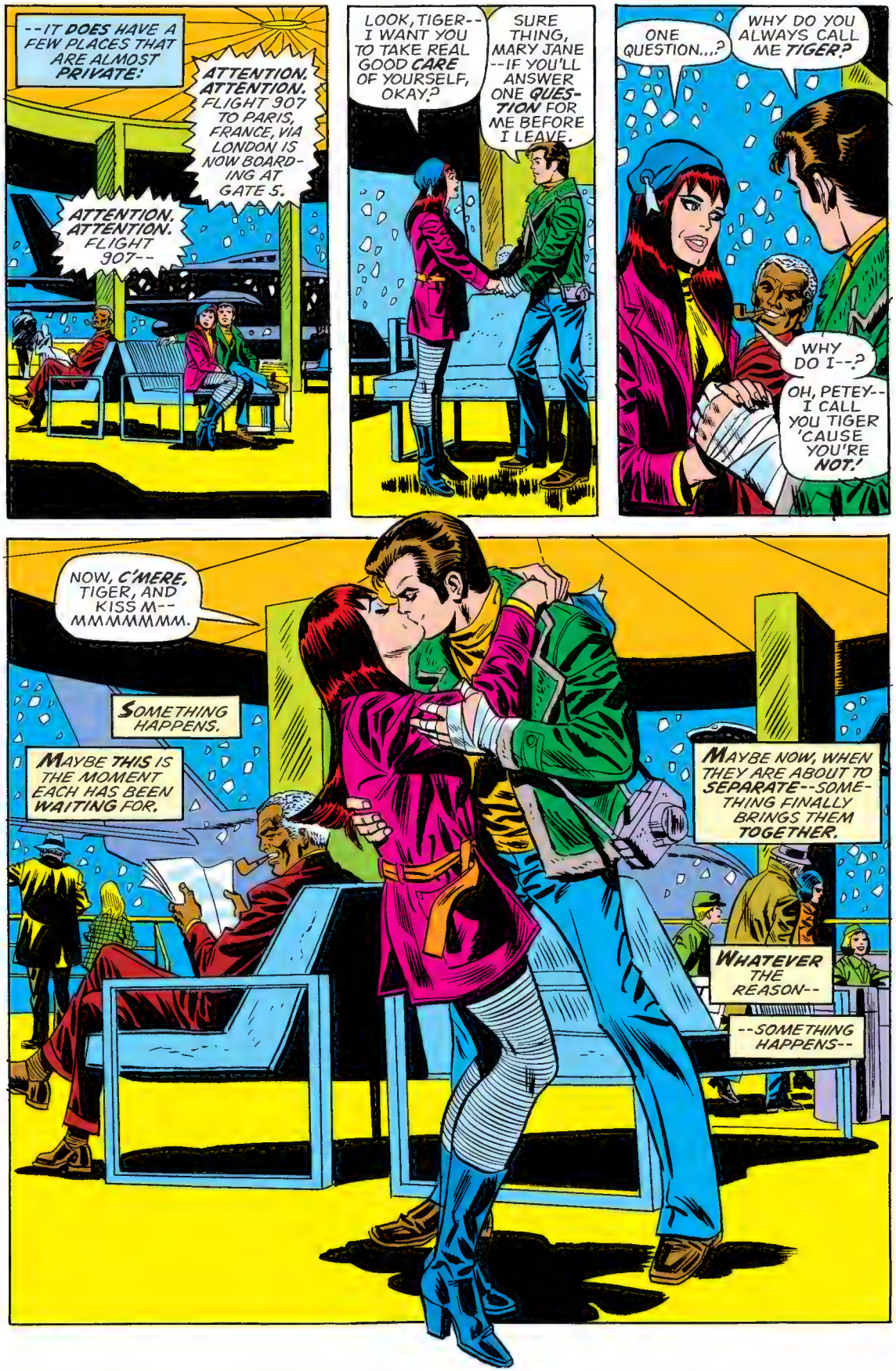

COME TO PARIS IMMEDIATELY STOP BRING ONE MILLION DOLLARS NEGOTIABLE BONDS STOP AUTHORIZATION FOR REMOVAL FROM DAILY BUGLE ACCOUNT FOLLOWS STOP URGENT YOU COME AT ONCE STOP
J J JAMESON


ARE YOU SURE JONAH WROTE THIS? IT'S MORE THAN TEN WORDS, AND YOU KNOW HOW THE RATE GOES UP AFTER TEN--
THIS IS NO JOKE, PETER. SOMETHING'S HAPPENED TO HIM.
I WANT YOU TO COME WITH ME--TONIGHT!

A STUNNED PETER PARKER DOESN'T ANSWER AT FIRST--BUT WHEN HE DOES, IT'S IN THE AFFIRMATIVE.
THUS, WITHIN THE HOUR, IN AN ALLEY NOT FAR FROM PETER'S COLLEGE--
--A FAMILIAR WEB-SLINGER APPEARS--

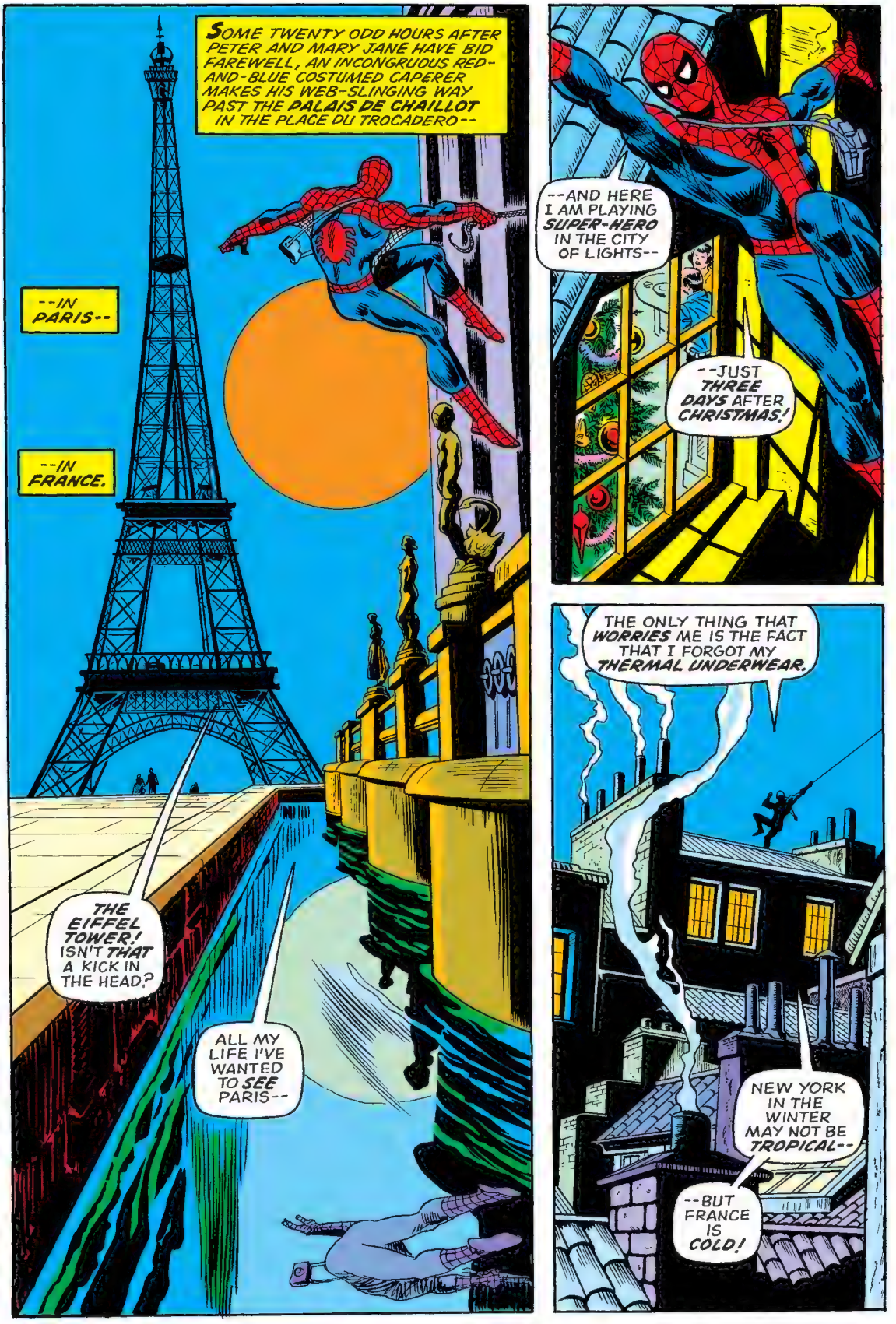
--AND DISAPPEARS, ALMOST AS QUICKLY AS YOU CAN SAY "CUT TO":
PARKER! HEY, PAL--
--LONG TIME NO SEE!
FLASH! LIZ!
FLASH BROUGHT ME DOWN FOR A VISIT, PETER--

I HAVEN'T SEEN YOU SINCE WE FOUND YOUR NEW APARTMENT!
WHY DON'T YOU BOTH COME OVER FOR COFFEE SOME NIGHT?
SAY--NEXT MONDAY?
SURE, PETER.
WONDER WHAT'S UP WITH HIM?
WONDER ALL YOU WANT, MR. THOMPSON. PETER'S SIMPLY RUSHING TO A CLASS ALREADY HALF-OVER...
...OR IS IT REALLY ALL THAT SIMPLE, IN THE END?
--VITALLY IMPORTANT THAT I GO, PROFESSOR WARREN.
OF COURSE, SIR--IT'S UP TO YOU.
AMOEBA
PARAMECIUM
YOU'VE IMPROVED THIS PAST SEMESTER, MR. PARKER--AND I DON'T SUPPOSE MISSING A WEEK WILL HURT YOU.
VERY WELL, I'LL REQUEST A LEAVE OF ABSENCE FOR YOU FROM THE DEAN.
AND SO, WHEN THE WHEELS OF BUREAUCRACY HAVE CEASED TURNING...
BINGO!
I'M OFF!
KENNEDY INTERNATIONAL AIRPORT: ONE OF THE MAJOR INTERNATIONAL AIRPORTS OF THE EAST COAST, IT ONCE SERVED HUNDREDS OF THOUSANDS OF PEOPLE A DAY...
BUT THAT WAS IN THE ERA OF CHEAP FUEL, WHEN AIRLINE COSTS WERE ALMOST NEGLIGIBLE, AND THE VAST MIDDLE CLASS OF AMERICA TRAVELED THE FRIENDLY SKIES AS AN EARLIER GENERATION TRAVELED THE FRIENDLY RAILS...
AND THOUGH THE AIRPORT IS BY NO MEANS DESERTED THESE DAYS AND NIGHTS--
YELLOW CAB

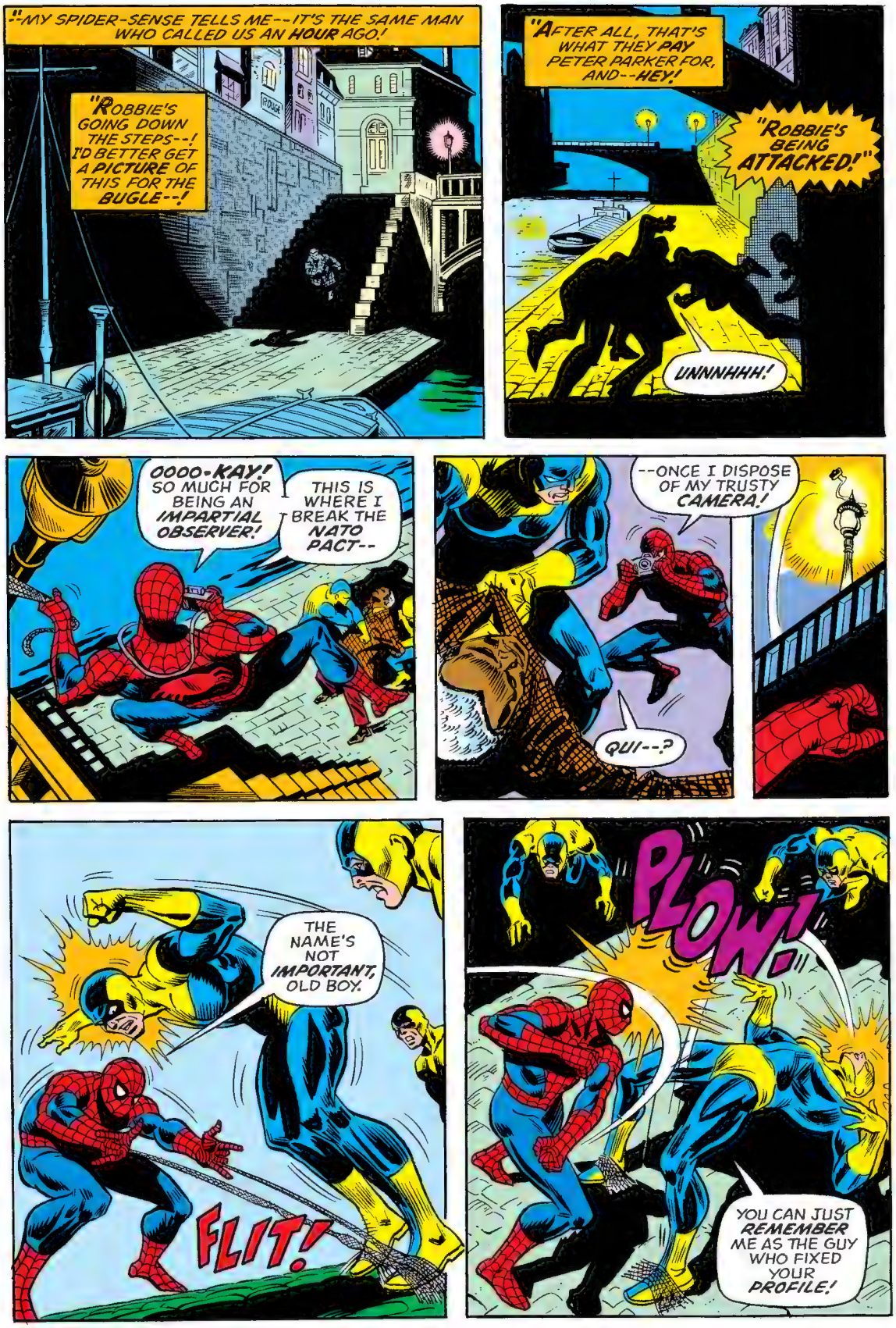

--IT DOES HAVE A FEW PLACES THAT ARE ALMOST PRIVATE:
ATTENTION. ATTENTION. FLIGHT 907 TO PARIS, FRANCE, VIA LONDON IS NOW BOARDING AT GATE 5.
ATTENTION. ATTENTION. FLIGHT 907--
LOOK, TIGER-- I WANT YOU TO TAKE REAL GOOD CARE OF YOURSELF, OKAY?
SURE THING, MARY JANE --IF YOU'LL ANSWER ONE QUESTION FOR ME BEFORE I LEAVE.
ONE QUESTION...?
WHY DO YOU ALWAYS CALL ME TIGER?
WHY DO I--?
OH, PETEY-- I CALL YOU TIGER 'CAUSE YOU'RE NOT!
NOW, C'MERE, TIGER, AND KISS M-- MMMMMMMM.
SOMETHING HAPPENS.
MAYBE THIS IS THE MOMENT EACH HAS BEEN WAITING FOR.
MAYBE NOW, WHEN THEY ARE ABOUT TO SEPARATE--SOMETHING FINALLY BRINGS THEM TOGETHER.
WHATEVER THE REASON--
--SOMETHING HAPPENS--

--AND NEITHER HE NOR SHE WILL EVER BE THE SAME.
WOW.
WHY DIDN'T YOU EVER TELL ME YOU COULD KISS?
I MEAN...
WOW.
M.J... I...
WHY, PETER-- ARE YOU BLUSHING OR IS THAT ACNE?
AM I WHAT?
IS IT WHAT--?
HA HA HA HA HA
AND PETER PARKER LAUGHS.
COME ALONG, PETER. THAT'S OUR PLANE BOARDING UP AHEAD.
WHATEVER YOU SAY, MR. ROBERTSON.
MJ--
--WELL-- I'LL BE BACK.
AND I'LL BE WAITING--
TIGER.

SCCHEECH!
CREEEECH!
THOM THUM
SWOOSH!
FAR... FREAKIN'... OUT.

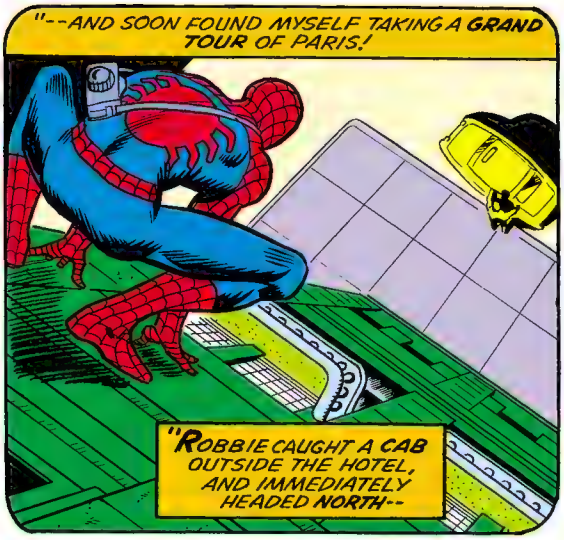

SOME TWENTY ODD HOURS AFTER PETER AND MARY JANE HAVE BID FAREWELL, AN INCONGRUOUS RED-AND-BLUE COSTUMED CAPERER MAKES HIS WEB-SLINGING WAY PAST THE PALAIS DE CHAILLOT IN THE PLACE DU TROCADERO--
--IN PARIS--
--IN FRANCE.
THE EIFFEL TOWER! ISN'T THAT A KICK IN THE HEAD?
ALL MY LIFE I'VE WANTED TO SEE PARIS--
--AND HERE I AM PLAYING SUPER-HERO IN THE CITY OF LIGHTS--
--JUST THREE DAYS AFTER CHRISTMAS!
THE ONLY THING THAT WORRIES ME IS THE FACT THAT I FORGOT MY THERMAL UNDERWEAR.
NEW YORK IN THE WINTER MAY NOT BE TROPICAL--
--BUT FRANCE IS COLD!

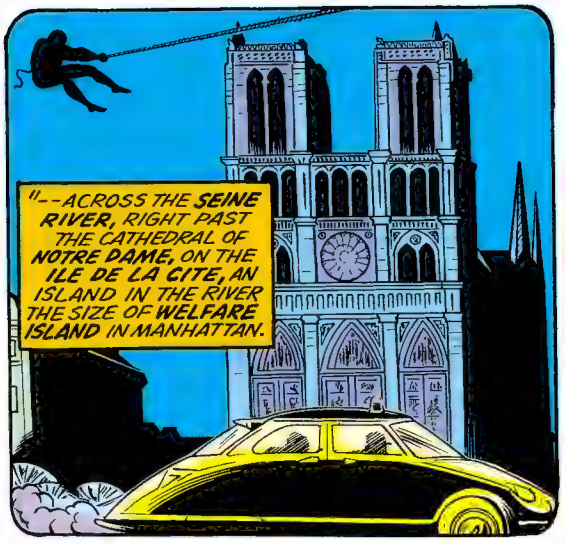
NO DOUBT YOU'RE ASKING YOURSELF: WHAT EXACTLY IS GOING ON HERE?
HAVE PATIENCE, AND GIVE US A FEW MORE PAGES OF YOUR TIME, AND WE'LL EXPLAIN...EXACTLY...
IF I DIDN'T KNOW BETTER--
--I'D BEGIN TO BELIEVE ROBBIE WAS LEADING ME ON A WILD GOOSE CHASE!
BUT THAT'S FLAT-OUT IMPOSSIBLE.
NOT ONLY IS HE UNAWARE THAT SPIDER-MAN IS IN FRANCE...
...HE'S GOT TO BE UNAWARE THAT I'M FOLLOWING HIM.
NO, MORE LIKELY IT'S A PLAN.
NOT HIS PLAN--THE KIDNAPPERS'.
THEY TOLD HIM TO HAVE HIS CAB DRIVE AROUND LIKE THAT--
--TO LOSE ANYONE WHO MIGHT TRY TO TRAIL ROBBIE AND CATCH THE CROOKS.
"ORDINARILY, IT WOULD HAVE SUCCEEDED, TOO--BUT NOT WHEN THE TRAILER IS YOUR FRIENDLY-NEIGHBORHOOD--HUH?
"THAT VOICE CALLING TO ROBBIE FROM UNDER THE BRIDGE--
MONSIEUR ROBERTSON...

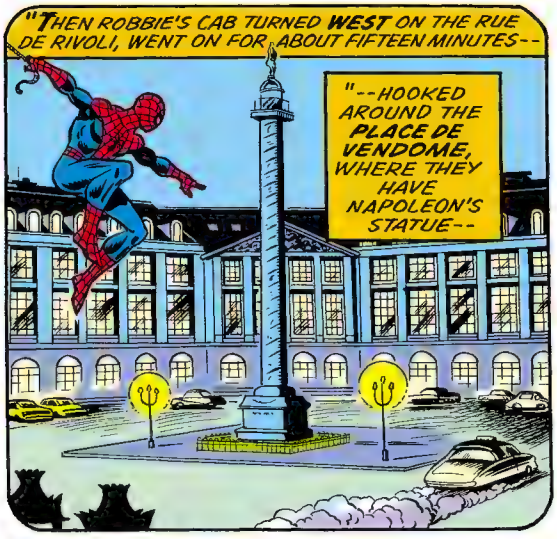

"--MY SPIDER-SENSE TELLS ME--IT'S THE SAME MAN WHO CALLED US AN HOUR AGO!
"ROBBIE'S GOING DOWN THE STEPS--! I'D BETTER GET A PICTURE OF THIS FOR THE BUGLE--!
"AFTER ALL, THAT'S WHAT THEY PAY PETER PARKER FOR, AND--HEY!
"ROBBIE'S BEING ATTACKED!"
UNNNHHH!
OOOO-KAY! SO MUCH FOR BEING AN IMPARTIAL OBSERVER!
THIS IS WHERE I BREAK THE NATO PACT--
--ONCE I DISPOSE OF MY TRUSTY CAMERA!
QUI--?
THE NAME'S NOT IMPORTANT, OLD BOY.
FLIT!
PLOW!
YOU CAN JUST REMEMBER ME AS THE GUY WHO FIXED YOUR PROFILE!

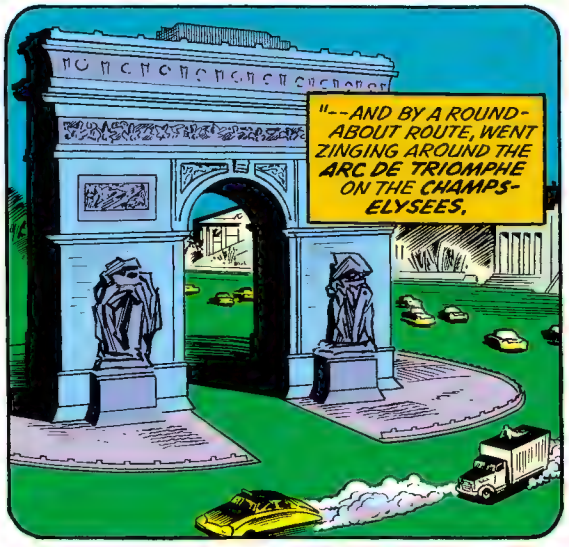
SURROUND HIM, YOU BUNGLING FOOLS! HE'S ONLY ONE MAN!
STOP HIM, BEFORE HE CAN-- ARRRKKK!*
SO MUCH FOR MY HIGH SCHOOL CLASS IN SPANISH!
I DON'T KNOW WHAT THESE CLOWNS ARE SAYING--BUT IT PROBABLY ISN'T NICE!
PARLAY-VOO TO YOU TOO, BUSTER!
WHOK!
IN THE NAME OF HEAVEN! HE IS A MADMAN!
ONLY THE CYCLONE HIMSELF COULD MOVE SO FAST! WE MUST--
*ALL ITALICIZED DIALOGUE IS TRANSLATED FROM THE FRENCH.--LEN+ GER.

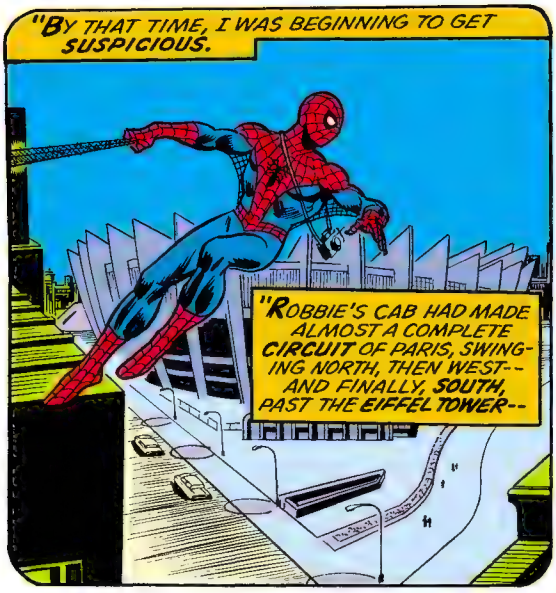
THE FRENCHMAN HASN'T THE CHANCE TO FINISH WHAT HE WAS SAYING--
--FOR, ABRUPTLY, HE FINDS HIMSELF UNCON-SCIOUS--
POW!
--AND SPIDER-MAN FINDS HIMSELF ALONE.
THAT WAS QUICK.
COME TO THINK OF IT, EVERYTHING HAS BEEN MOVING QUICKLY SINCE ROBBIE AND I ARRIVED IN FRANCE, THREE HOURS AGO...
"CUSTOMS WAS A BREEZE--ROBBIE HAD GOTTEN PERMISSION SOMEHOW TO BRING JONAH'S STOCKS INTO THE COUNTRY--
"--AND WITHIN AN HOUR, WE WERE AT OUR HOTEL ON THE BLVD. SAINT-GERMAIN.
"WE'D CHECKED IN, GOTTEN A BITE TO EAT IN THE HOTEL RESTAURANT, AND WERE RETURNING TO OUR ROOM, WHEN--
BRRNG!
YES? YES, THIS IS MONSIEUR ROBERTSON. WHO?
WHO IS THIS? WHAT ON EARTH ARE YOU--
CLIK
WELL. THAT SETTLES THAT.
WAS THAT JONAH, MR. ROBERTSON? DID HE TELL YOU WHY HE--
NOT JONAH, PETER--HIS KIDNAPPERS.
AS WE SUSPECTED, THOSE BONDS ARE TO BE HIS RANSOM--AND THEY WANT ME TO MEET WITH THEM, TO DECIDE THE METHOD OF DELIVERY.
STAY HERE, SON.
I'LL BE BACK WHEN I CAN.
"NO WAY I WAS GOING TO LET HIM DO THAT.
"SWITCHING TO SPIDEY, I SET OUT TO FOLLOW HIM--

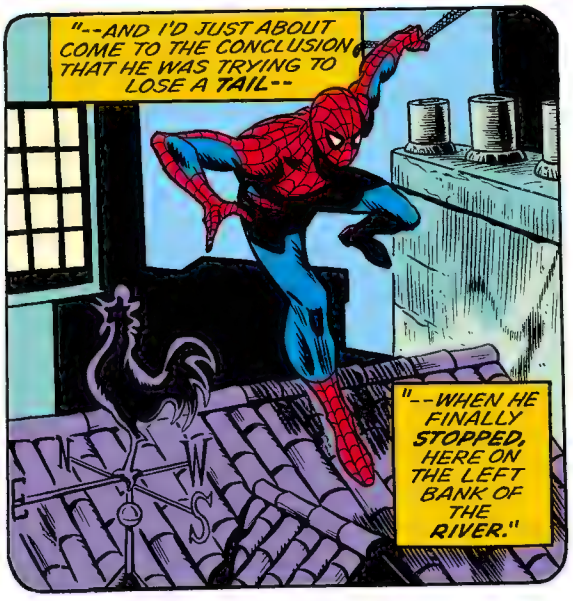

"--AND SOON FOUND MYSELF TAKING A GRAND TOUR OF PARIS!
"ROBBIE CAUGHT A CAB OUTSIDE THE HOTEL, AND IMMEDIATELY HEADED NORTH--

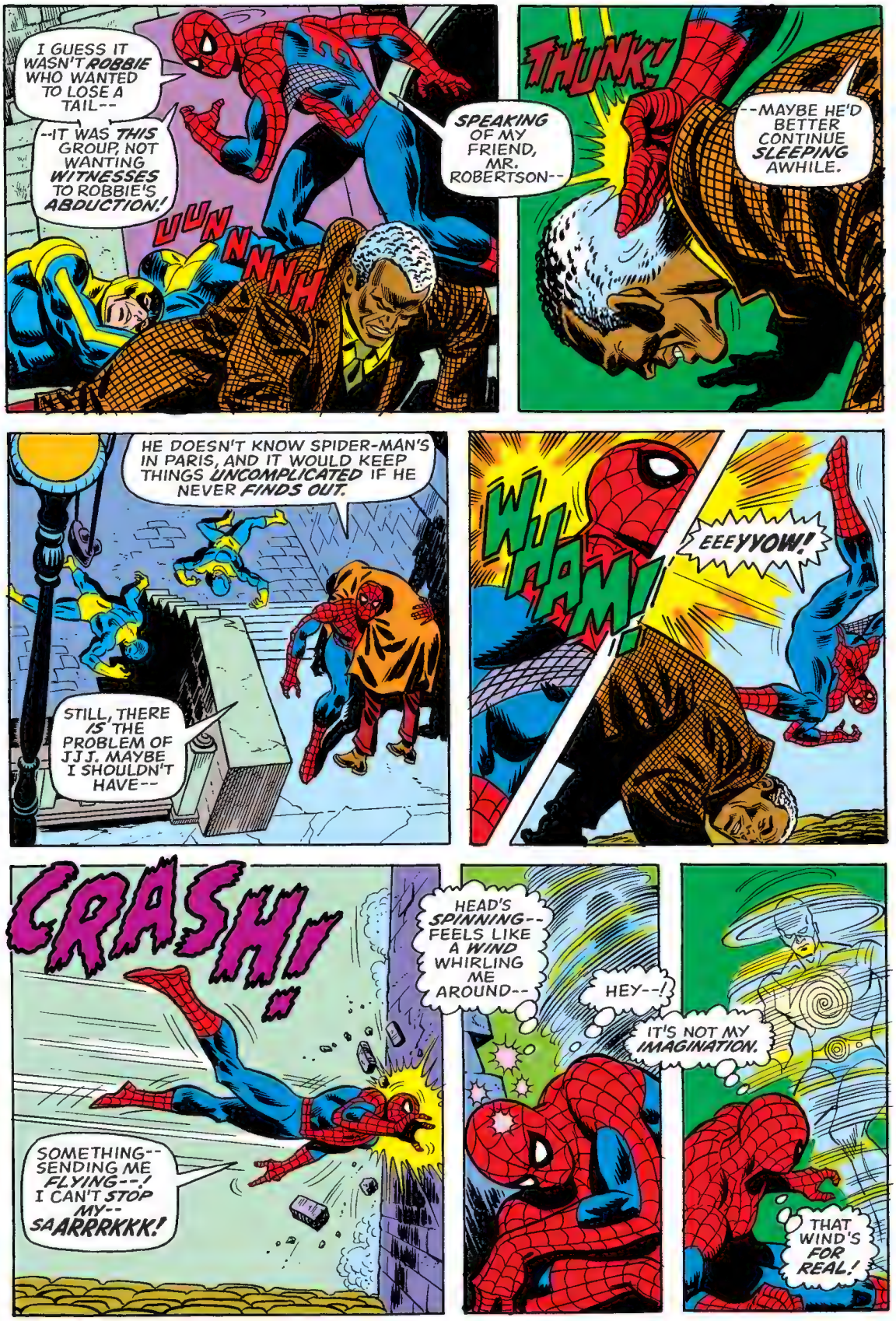

"--ACROSS THE SEINE RIVER, RIGHT PAST THE CATHEDRAL OF NOTRE DAME, ON THE ILE DE LA CITE, AN ISLAND IN THE RIVER THE SIZE OF WELFARE ISLAND IN MANHATTAN.


"THEN ROBBIE'S CAB TURNED WEST ON THE RUE DE RIVOLI, WENT ON FOR ABOUT FIFTEEN MINUTES--
"--HOOKED AROUND THE PLACE DE VENDOME, WHERE THEY HAVE NAPOLEON'S STATUE--

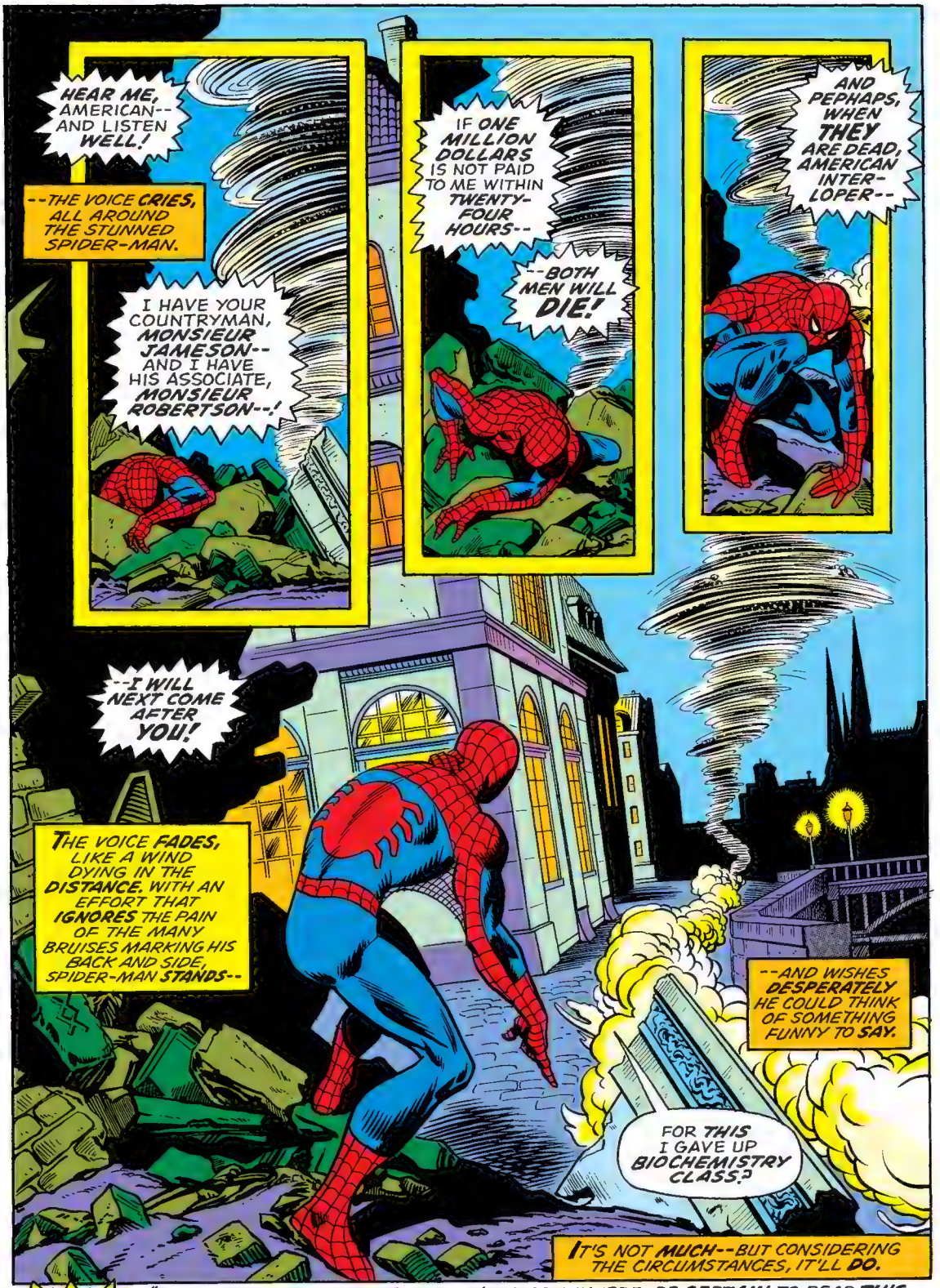

"--AND BY A ROUND-ABOUT ROUTE, WENT ZINGING AROUND THE ARC DE TRIOMPHE ON THE CHAMPS-ELYSEES.


"BY THAT TIME, I WAS BEGINNING TO GET SUSPICIOUS.
"ROBBIE'S CAB HAD MADE ALMOST A COMPLETE CIRCUIT OF PARIS, SWINGING NORTH, THEN WEST--AND FINALLY, SOUTH, PAST THE EIFFEL TOWER--


"--AND I'D JUST ABOUT COME TO THE CONCLUSION THAT HE WAS TRYING TO LOSE A TAIL--
"--WHEN HE FINALLY STOPPED, HERE ON THE LEFT BANK OF THE RIVER."


I GUESS IT WASN'T ROBBIE WHO WANTED TO LOSE A TAIL--
--IT WAS THIS GROUP, NOT WANTING WITNESSES TO ROBBIE'S ABDUCTION!
UUNNNNH
SPEAKING OF MY FRIEND, MR. ROBERTSON--
THUNK!
--MAYBE HE'D BETTER CONTINUE SLEEPING AWHILE.
HE DOESN'T KNOW SPIDER-MAN'S IN PARIS, AND IT WOULD KEEP THINGS UNCOMPLICATED IF HE NEVER FINDS OUT.
STILL, THERE IS THE PROBLEM OF JJJ. MAYBE I SHOULDN'T HAVE--
WHAM!
EEEYYOW!
CRASH!
SOMETHING-- SENDING ME FLYING--! I CAN'T STOP MY-- SAARRRKKK!
HEAD'S SPINNING-- FEELS LIKE A WIND WHIRLING ME AROUND--
HEY--!
IT'S NOT MY IMAGINATION.
THAT WIND'S FOR REAL!

YOU AMERICANS!
YOU CAN NEVER KEEP FROM INTERFERING IN MATTERS WHICH DO NOT CONCERN YOU!
IF IT IS NOT POLITICS, IT IS WAR, AND IF IT IS NOT WAR--
--IT IS CRIME!
ALWAYS, YOU INTERFERE--
--BUT THIS TIME, YOUR INTERFERENCE WILL BE FUTILE!
THIS TIME, YOU HAVE ENCOUNTERED --THE CYCLONE!
THAT MAN-- HE'S TURNED INTO A LIVING WHIRLWIND!
HIS VORTEX SUCKED UP ROBBIE AND THOSE THREE KIDNAPPERS--LIKE THEY WERE TOYS!
SWUNT!
THE CYCLONE'S LUNGING TOWARD ME-- ABOUT TO ATTACK!
I'VE GOT TO DODGE, OR--OH, NO!
"HE WASN'T ATTACKING ME--HE WAS STRIKING THE WALL!
"AND NOW-- THE ENTIRE BUILDING IS COLLAPSING! I--"
THROOM!


HEAR ME, AMERICAN-- AND LISTEN WELL!
--THE VOICE CRIES, ALL AROUND THE STUNNED SPIDER-MAN.
I HAVE YOUR COUNTRYMAN, MONSIEUR JAMESON-- AND I HAVE HIS ASSOCIATE, MONSIEUR ROBERTSON--!
IF ONE MILLION DOLLARS IS NOT PAID TO ME WITHIN TWENTY-FOUR HOURS--
--BOTH MEN WILL DIE!
AND PERHAPS, WHEN THEY ARE DEAD, AMERICAN INTER-LOPER--
--I WILL NEXT COME AFTER YOU!
THE VOICE FADES, LIKE A WIND DYING IN THE DISTANCE. WITH AN EFFORT THAT IGNORES THE PAIN OF THE MANY BRUISES MARKING HIS BACK AND SIDE, SPIDER-MAN STANDS--
--AND WISHES DESPERATELY HE COULD THINK OF SOMETHING FUNNY TO SAY.
FOR THIS I GAVE UP BIOCHEMISTRY CLASS?
IT'S NOT MUCH--BUT CONSIDERING THE CIRCUMSTANCES, IT'LL DO.

IF YOU READ NO OTHER SPIDER-MAN STORY IN 1975, BE CERTAIN TO READ THIS ONE... A TALE SO INCREDIBLE, IT COULD ONLY BE CALLED--

NEXT ISSUE: the **DELUSION CONSPIRACY!**

WHO SAYS THIS AINT THE MARVEL RENAISSANCE?

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
144
MAY
02457
the AMAZING SPIDER-MAN®
I M-MUST BE SEEING THINGS!
NO PARKING
MON—FRI. 9AM TO 9P.M.
SAT—SUN. AND HOLIDAYS 6A.M-6P.M.
YOU CAN'T BE STANDING THERE! YOU'RE DEAD!
KEEP CITY
IF YOU CAN READ ONLY ONE SPIDEY TALE THIS YEAR, IT HAS TO BE THIS ONE!
THE DELUSION CONSPIRACY!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR	ROSS ANDRU ARTIST	F. GIACOIA & D. HUNT EMBELLISHERS	RAY HOLLOWAY LETTERER GEORGE ROUSSOS COLORIST	LEN WEIN EDITOR

THE DELUSION
CONSPIRACY
I ALWAYS THOUGHT PARIS WAS A QUIET SORT OF CITY: CULTURED, SOPHISTICATED-- PEACEFUL.
BOY, DID I HAVE MY HEAD SCREWED ON BACKWARD.
PARIS IS AS NUTTY AS NEW YORK!
NO-- NUTTIER!

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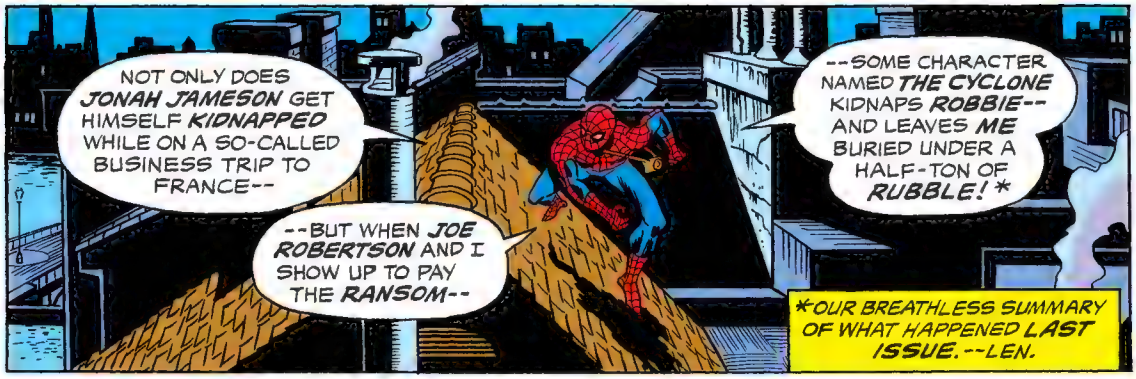
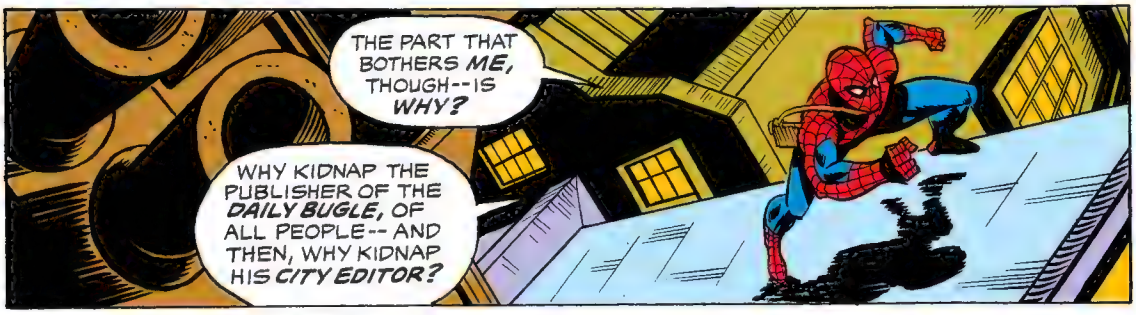
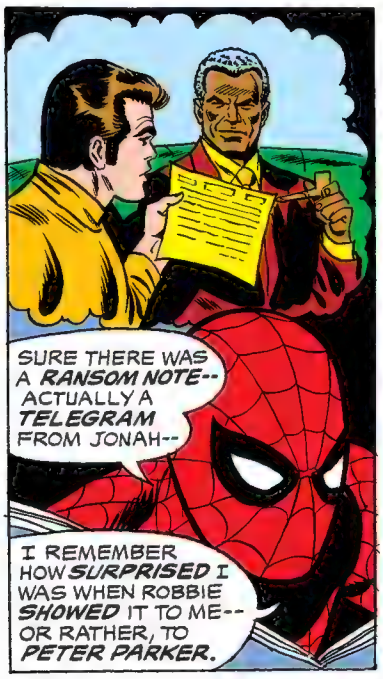
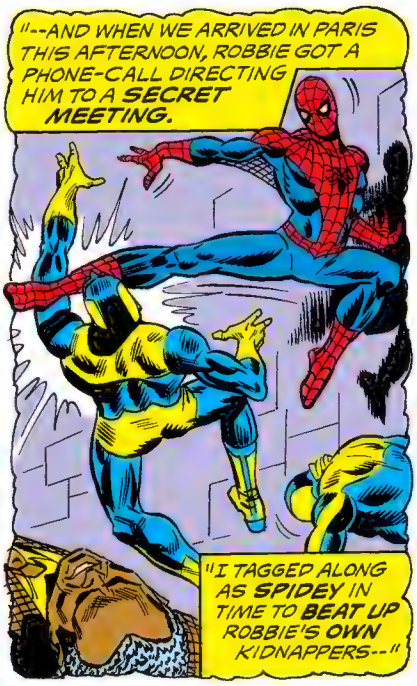

NOT ONLY DOES JONAH JAMESON GET HIMSELF KIDNAPPED WHILE ON A SO-CALLED BUSINESS TRIP TO FRANCE--
--BUT WHEN JOE ROBERTSON AND I SHOW UP TO PAY THE RANSOM--
--SOME CHARACTER NAMED THE CYCLONE KIDNAPS ROBBIE-- AND LEAVES ME BURIED UNDER A HALF-TON OF RUBBLE! *
*OUR BREATHLESS SUMMARY OF WHAT HAPPENED LAST ISSUE.--LEN.

I MEAN THAT'S JUST NOT THE WAY TO IMPRESS A FELLA WITH GAULLIC HOSPITALITY!


THE PART THAT BOTHERS ME, THOUGH--IS WHY?
WHY KIDNAP THE PUBLISHER OF THE DAILY BUGLE, OF ALL PEOPLE-- AND THEN, WHY KIDNAP HIS CITY EDITOR?


SURE THERE WAS A RANSOM NOTE-- ACTUALLY A TELEGRAM FROM JONAH--
I REMEMBER HOW SURPRISED I WAS WHEN ROBBIE SHOWED IT TO ME-- OR RATHER, TO PETER PARKER.

"AND YES, THERE WAS EVEN A HEFTY SUM OF MONEY TO BE PAID, IN NEGOTIABLE STOCKS-- SOMETHING THAT TOOK ROBBIE SURPRISINGLY LITTLE TIME TO ARRANGE.
"WE WERE ON OUR WAY LAST NIGHT--


"--AND WHEN WE ARRIVED IN PARIS THIS AFTERNOON, ROBBIE GOT A PHONE-CALL DIRECTING HIM TO A SECRET MEETING.
"I TAGGED ALONG AS SPIDEY IN TIME TO BEAT UP ROBBIE'S OWN KIDNAPPERS--"

--THEN TO BE BEATEN UP MYSELF, BY THEIR BOSS, THE MAN CALLED CYCLONE!
WHEN THE LIGHTS CAME ON AGAIN, CYCLONE AND HIS BUDDIES WERE GONE--AND SO WAS ROBBIE.
THOM!
WHICH LEAVES ME WITH A MILLION DOLLARS IN NEGOTIABLE BONDS IN OUR HOTEL--
--A SOMEWHAT SWEATY SPIDER-SUIT--
--AND A KINGSIZE CONTINENTAL HEADACHE!
FACE IT, HERO: THINGS HAVEN'T BEEN GOING YOUR WAY, LATELY.
FIRST YOU DUMP YOUR SPIDER-MOBILE IN THE HUDSON RIVER BACK IN NEW YORK--
--THEN YOU RUN INTO A NEW VERSION OF MYSTERIO*--WITH A WHOLE SET OF ATTENDANT ILLUSIONS--!
*IN SPIDEY #141--LEN.
--AND AS IF THAT WEREN'T ENOUGH--
--SOMETHING FINALLY CLICKS BETWEEN YOU AND MARY JANE--
--JUST AS YOU'RE LEAVING NEW YORK FOR THIS DISASTER! WITH YOUR KIND OF LUCK YOU'LL PROBABLY BE STUCK WITH THE BILL FOR THIS HOTEL--!
MONSIEUR PARKER--?
NOW WHAT?
YES? I MEAN--OUI?

I AM PLEASED TO HAVE SEEN YOU, MONSIEUR. THIS NOTE-- IT WAS DELIVERED ONLY A MOMENT AGO.
THANKS.
FIVE WILL GET YOU TEN IT'S FROM THE KIDNAPPERS--
SOON, AFTER RETURNING TO HIS ROOM--
WELL, THAT WAS AN EASY BET.
THEY WANT ME TO STAY HERE-- UNTIL THEY SUPPLY ME WITH NEW INSTRUCTIONS.
SURE. WHAT ELSE AM I GOING TO DO?
SAY-- THERE IS ONE THING I CAN DO IN THE MEANTIME--
SEVERAL THOUSAND MILES AWAY IN AN APARTMENT ON THE ISLAND CALLED MANHATTAN--
BRINNG!
MY GOODNESS! WHO COULD THAT BE?
YES? YES, THIS IS MAY PARKER, YOU HAVE A TRANS-ATLANTIC CALL FOR ME?
WHY, IT MUST BE PETER! PETER, YOU DARLING BOY--!
ARE YOU KEEPING WARM, PETER DEAR?
YOU KNOW I AM, AUNT MAY. I THOUGHT I'D CALL AND LET YOU KNOW I'M STILL ALIVE.
NO, THINGS HAVEN'T BEEN TOO HECTIC.
YES, FRENCH FOOD IS WONDERFUL.
NO, I'M NOT STAYING UP TOO LATE.
HOW ABOUT YOU, LITTLE LADY--?
OH, I'M FINE, PETER.
ANNA WATSON AND I WERE ABOUT TO LEAVE FOR A MOVIE WHEN YOU CALLED.
--AND I THINK I'M GOING TO BE TIED UP AWHILE.
WHY DON'T YOU GO AHEAD, THEN?
SOME VISITORS HAVE JUST ARRIVED--
NOK NOK

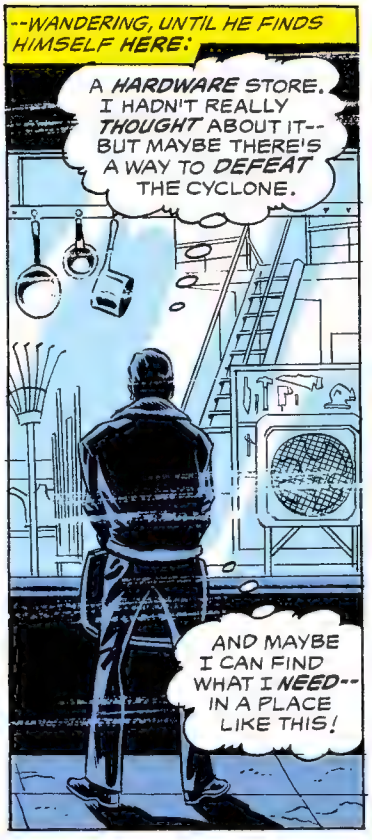
WHO WAS THAT, MAY? DID I HEAR YOU MENTION PETER--?
HE'S SUCH A DEAR BOY!
ALL THE WAY OVER IN PARIS, FRANCE--
AND HE STILL FINDS TIME TO CALL ME.
YOUR NEPHEW CERTAINLY IS EXCEPTIONAL, MAY.
I'M GLAD THAT HE AND MY NIECE SEEM TO BE-- OH, WHAT'S THE PHRASE THEY USE?
I BELIEVE IT'S "PUTTING IT ALL TOGETHER," OR SOMETHING LIKE THAT.
AND I AGREE WITH YOU, ANNA. I THINK MARY JANE IS SUCH A WONDERFUL GIRL.
REMEMBER WHAT TROUBLE WE HAD INTRODUCING THEM?
MY, THE WAY PETER ACTED-- YOU'D HAVE THOUGHT HE DIDN'T WANT TO MEET HER.
ISN'T THAT SILLY?
I'M SIMPLY HAPPY PETER HAD SOMEONE TO TURN TO AFTER THE TERRIBLE THING THAT HAPPENED TO GWEN STACY.
OH, THAT POOR, POOR GIRL, TO DIE SO YOUNG--!
WHY DO THE YOUNG PEOPLE DIE, ANNA--
--WHILE WE OLD WOMEN GO ON AND ON?
SOMETIMES I THINK--IT SHOULD HAVE BEEN ME, NOT THAT DEAR GIRL.
I'VE LIVED MY LIFE--BUT SHE--
REXALL DRU
YOU SHOULDN'T THINK SUCH THINGS, MAY.
WHAT'S DONE IS DONE.
NOTHING CAN CHANGE THE PAST-- LEAST OF ALL, FOR POOR GWEN.

ANNA--
ANNA, I--
I MUST BE GOING INSANE--!
IT CAN'T-- CAN'T BE--
THAT GIRL--
MAY!
OOHHHHHH!
GOOD HEAVENS, WHAT'S WRONG?
YOU--YOU LOOK LIKE YOU'VE SEEN A GHOST!
I ALWAYS KNEW-- IT WOULD HAPPEN, ANNA. MY MIND--
--IT'S FINALLY GOING.
WHAT ARE YOU TALKING ABOUT?
PROMISE ME YOU'LL LOOK AFTER PETER--
--POOR PETER--
--HE'S SUCH-- A DELICATE BOY--

ONE THING WE PROMISE YOU: MOST, IF NOT ALL, OF THE MYSTERY SURROUNDING WHAT AUNT MAY SAW WILL BE ERASED THIS ISSUE.
MEANWHILE: WHAT ABOUT "POOR PETER", ANYWAY?
UNLESS I MISS MY GUESS--
--I'M ABOUT TO BE THREATENED --VIOLENTLY.
HAH!
YOU THOUGHT WE WERE THE BELLHOP, NO?
YOU AMERICANS!
YOU ARE SO SLY--BUT THIS SLYNESS, IT IS A POSE!
BENEATH IT--YOU ARE FOOLS!
LOOK, WHOEVER YOU ARE--I DON'T KNOW WHAT YOU WANT--
--BUT INSULTING MY NATIONALITY ISN'T GOING TO GET EITHER OF US ANY--
WHHHUURRFF!
IMBECILE! WE WANT THE MONEY--THE RANSOM.
YOU WILL BRING IT TOMORROW EVENING TO NOTRE DAME--
--OR YOU WILL NEVER SEE YOUR TWO FRIENDS AGAIN--ALIVE!
MORNING COMES AS MORNING DOES: COLD AND CLAMMY, GRAY AND THIN.
BEFORE THE REST OF THE HOTEL BEGINS TO STIR, PETER PARKER IS UP AND ABOUT--
--COLLECTING A CERTAIN ATTACHÉ CASE FROM THE HOTEL SAFE, WHERE JOE ROBERTSON PLACED IT THE NIGHT BEFORE--!

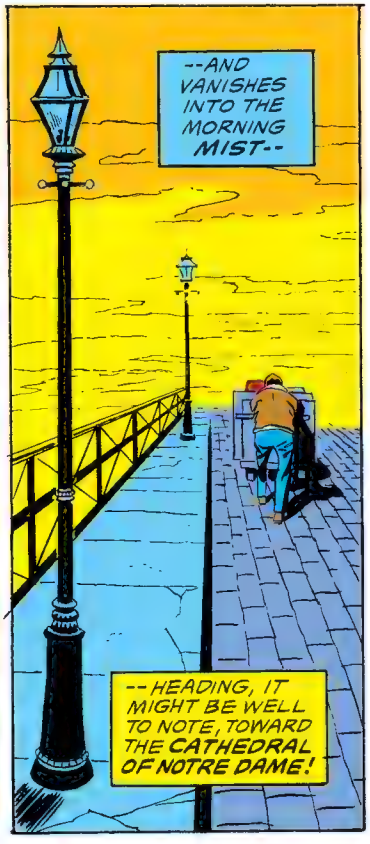
OUTSIDE, THE STREETS OF PARIS ARE PALE IN THE LIGHT OF EARLY **DAWN.** A CLINGING FOG HANGS OVER THE CITY, LENDING A **MUTED** QUALITY TO THE LONELY SOUNDS OF PETER'S FOOTSTEPS AS HE MOVES DOWN THE NARROW DESERTED STREET...
SENS UNIQUE
ARRÊTE

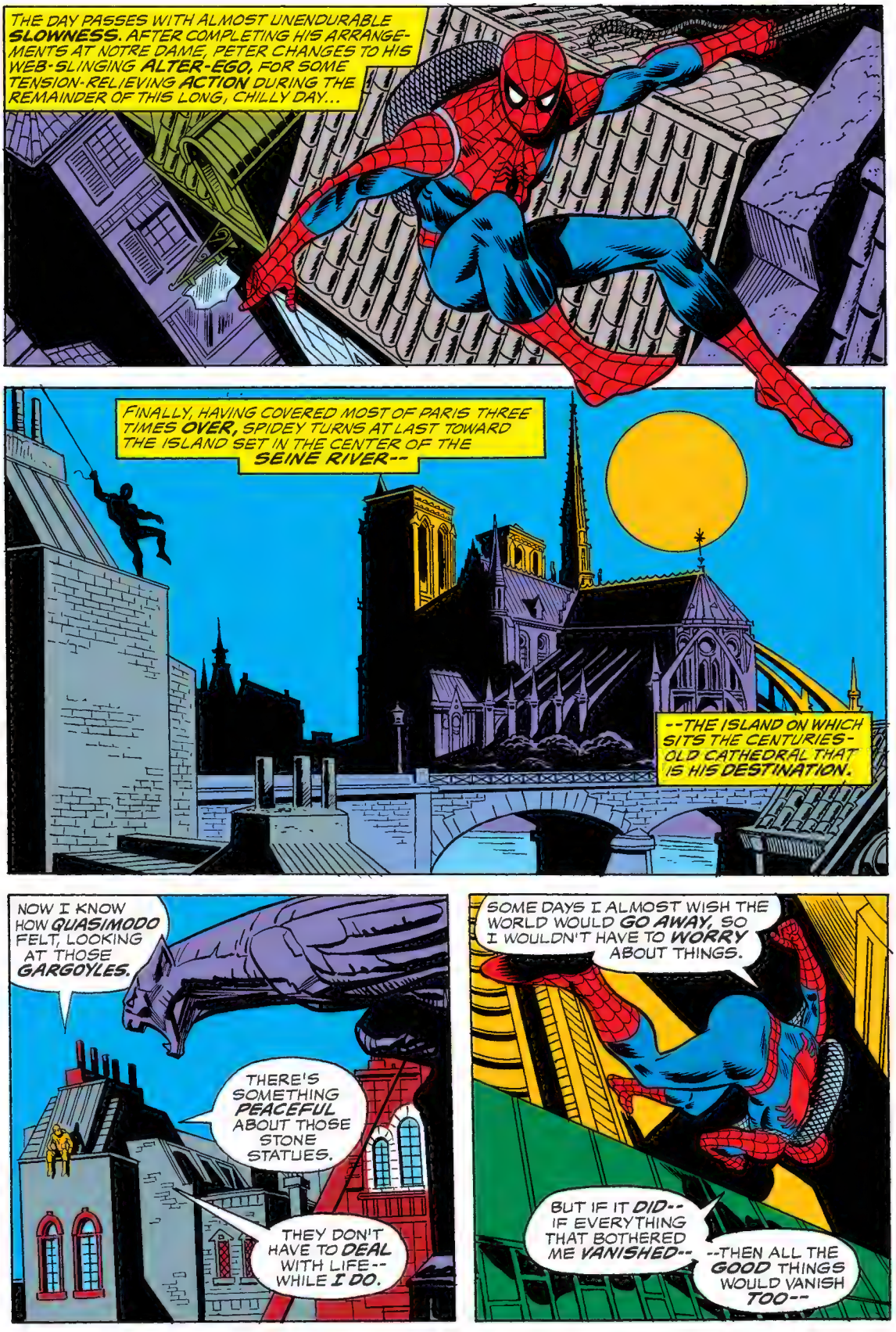
PARISIANS DON'T BELIEVE IN RISING EARLY ON A **SATURDAY.** THERE'S SOMETHING **INDECENT** ABOUT THE IDEA.
THUS, PETER FINDS HIMSELF **ALONE** WITH HIS THOUGHTS, WANDERING THE BYWAYS AND ALLEYS OF THIS STRANGELY PROVINCAL METROPOLIS--


--WANDERING, UNTIL HE FINDS HIMSELF **HERE:**
A **HARDWARE** STORE. I HADN'T REALLY **THOUGHT** ABOUT IT-- BUT MAYBE THERE'S A WAY TO **DEFEAT** THE CYCLONE.
AND MAYBE I CAN FIND WHAT I **NEED**-- IN A PLACE LIKE THIS!

A MOMENT AGO, PETER PARKER WAS **DEPRESSED,** LISTLESS AND MORE THAN USUALLY **GLOOMY.**
NOW HE'S PRACTICALLY **EXPLODING** WITH EAGERNESS.
TALKING QUICKLY, HE EXPLAINS TO THE BILINGUAL SHOPKEEPER WHAT HE WANTS--

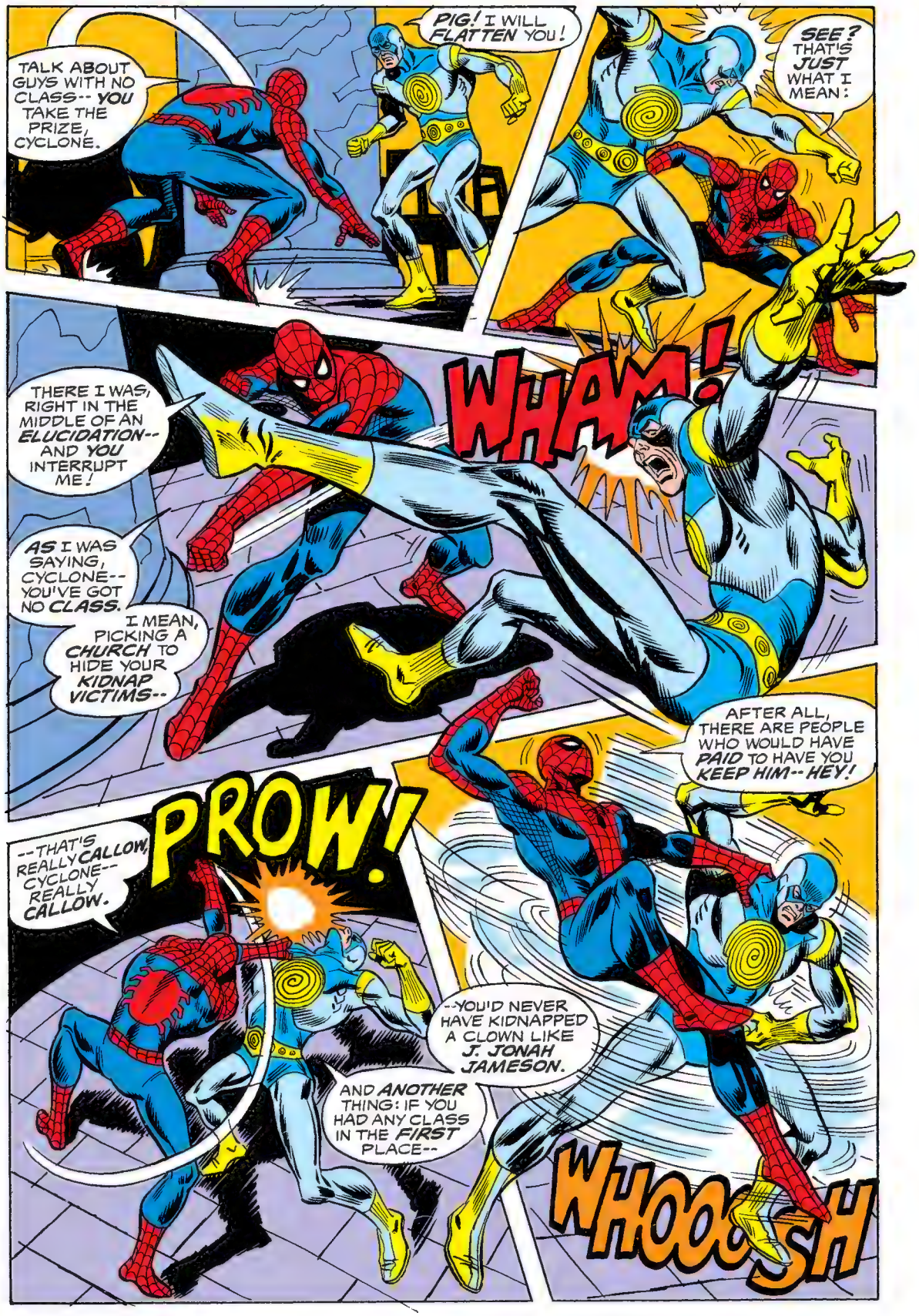
--AND, AFTER COMPLETING THE NECESSARY FISCAL TRANSACTIONS, TAKES **POSSESSION** OF THE PURCHASED EQUIPMENT, SETS IT ON A TROLLEY--

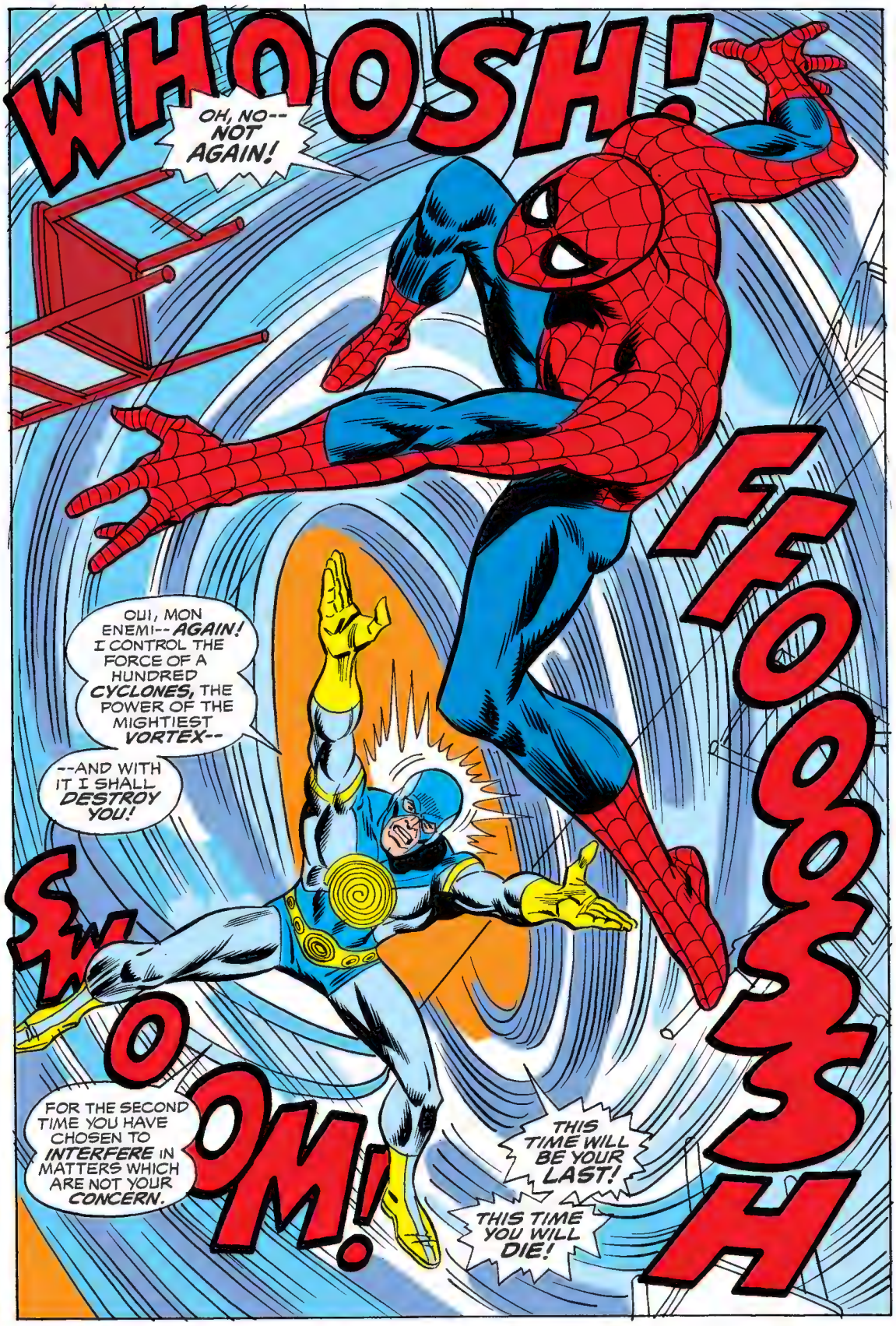

--AND VANISHES INTO THE MORNING **MIST**--
--HEADING, IT MIGHT BE WELL TO NOTE, TOWARD THE **CATHEDRAL OF NOTRE DAME!**

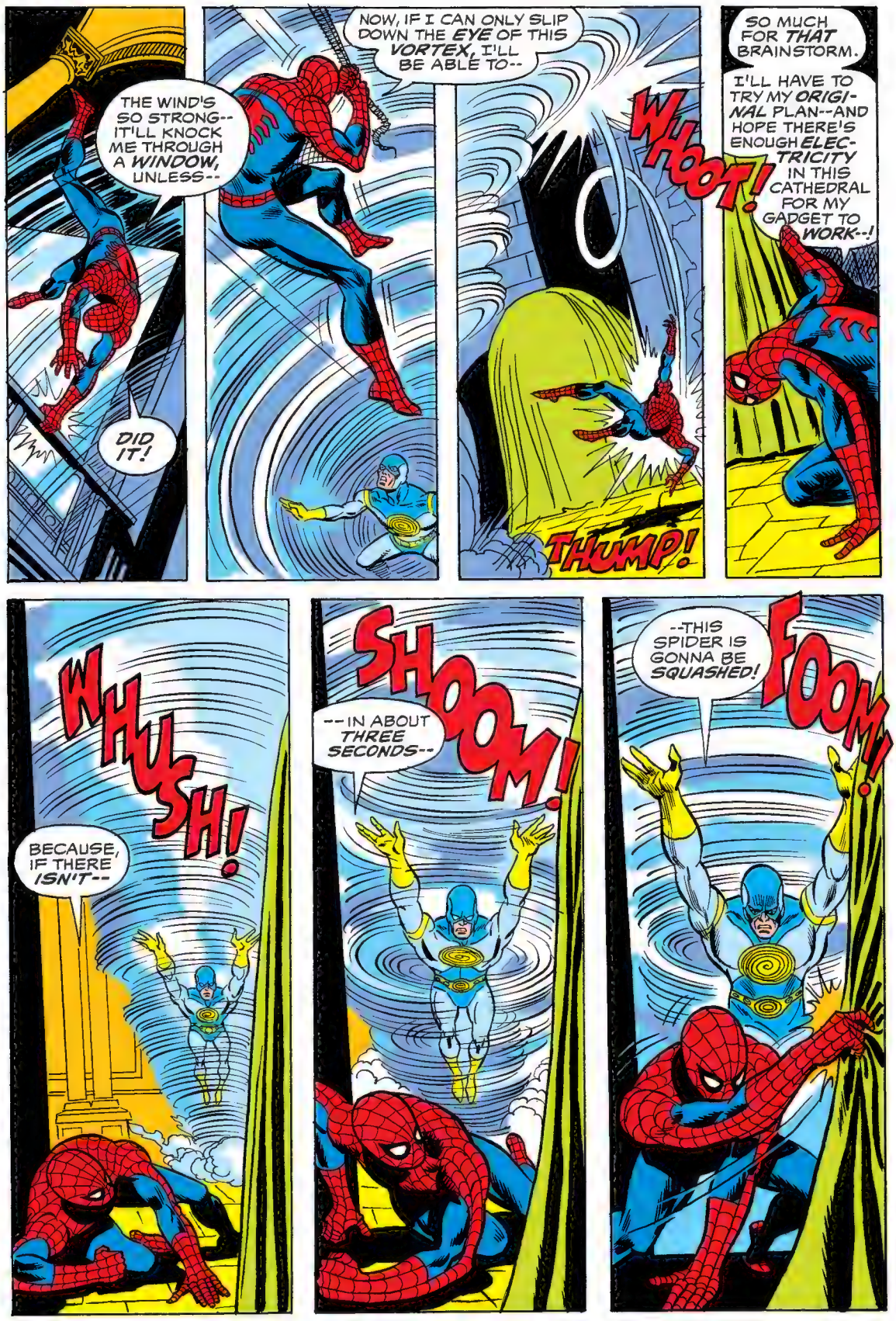

THE DAY PASSES WITH ALMOST UNENDURABLE SLOWNESS. AFTER COMPLETING HIS ARRANGEMENTS AT NOTRE DAME, PETER CHANGES TO HIS WEB-SLINGING ALTER-EGO, FOR SOME TENSION-RELIEVING ACTION DURING THE REMAINDER OF THIS LONG, CHILLY DAY...
FINALLY, HAVING COVERED MOST OF PARIS THREE TIMES OVER, SPIDEY TURNS AT LAST TOWARD THE ISLAND SET IN THE CENTER OF THE SEINE RIVER--
--THE ISLAND ON WHICH SITS THE CENTURIES-OLD CATHEDRAL THAT IS HIS DESTINATION.
NOW I KNOW HOW QUASIMODO FELT, LOOKING AT THOSE GARGOYLES.
THERE'S SOMETHING PEACEFUL ABOUT THOSE STONE STATUES.
THEY DON'T HAVE TO DEAL WITH LIFE-- WHILE I DO.
SOME DAYS I ALMOST WISH THE WORLD WOULD GO AWAY, SO I WOULDN'T HAVE TO WORRY ABOUT THINGS.
BUT IF IT DID-- IF EVERYTHING THAT BOTHERED ME VANISHED--
--THEN ALL THE GOOD THINGS WOULD VANISH TOO--

--INCLUDING GOOD THINGS LIKE MARY JANE!
SO MUCH FOR STOPPING THE WORLD AND GETTING OFF.
I GUESS MY TROUBLES ARE HERE TO STAY.
MEANWHILE, INSIDE THE CATHEDRAL--
I TRUST YOU ARE COMFORTABLE, MON AMI? THE TRIP HERE DID NOT OVERLY DISCOMMODE YOU, NO?
LISTEN, YOU--!
I'M AN AMERICAN CITIZEN, AND YOU CAN'T JUST KIDNAP--
AHH, BUT I CAN, MONSIEUR JAMESON. I HAVE.
THE PROBLEM WITH YOU AMERICANS IS--YOU CANNOT UNDER-STAND YOUR OWN VULNER-ABILITY.
WE EUROPEANS, HOWEVER-- WE HAVE EXPERIENCED DEFEAT ON A VERY PERSONAL LEVEL. IT HAS MADE US STRONG.
YOU AMERICANS-- ARE WEAK.
THAT'S WHY YOU HAD TO USE THAT CYCLONE GADGET, EH?
BECAUSE YOU'RE SO STRONG--?
THIS?
MONSIEUR, THIS DEVICE COULD HAVE BEEN THE WORLD'S BUT YOUR COUNTRY REFUSED IT--
"--AND REJECTED ME."
"I WAS A N.A.T.O. ENGINEER, AND I DEVELOPED THE CYCLONE AS A WEAPON OF WAR--
"--BUT WAS TOLD THAT N.A.T.O. DID NOT REQUIRE MY INVENTION, SINCE ALL EXOTIC WEAPONRY WOULD BE PURCHASED ONLY FROM AMERICA."
"I WAS ALSO TOLD--"
"--N.A.T.O. DID NOT NEED ME."
SO THAT'S IT.
YOU'RE BLAMING AMERICA --AND AMERICANS --BECAUSE OF YOUR OWN INCOMPE-TENCE!
YOU'RE CRAZY!

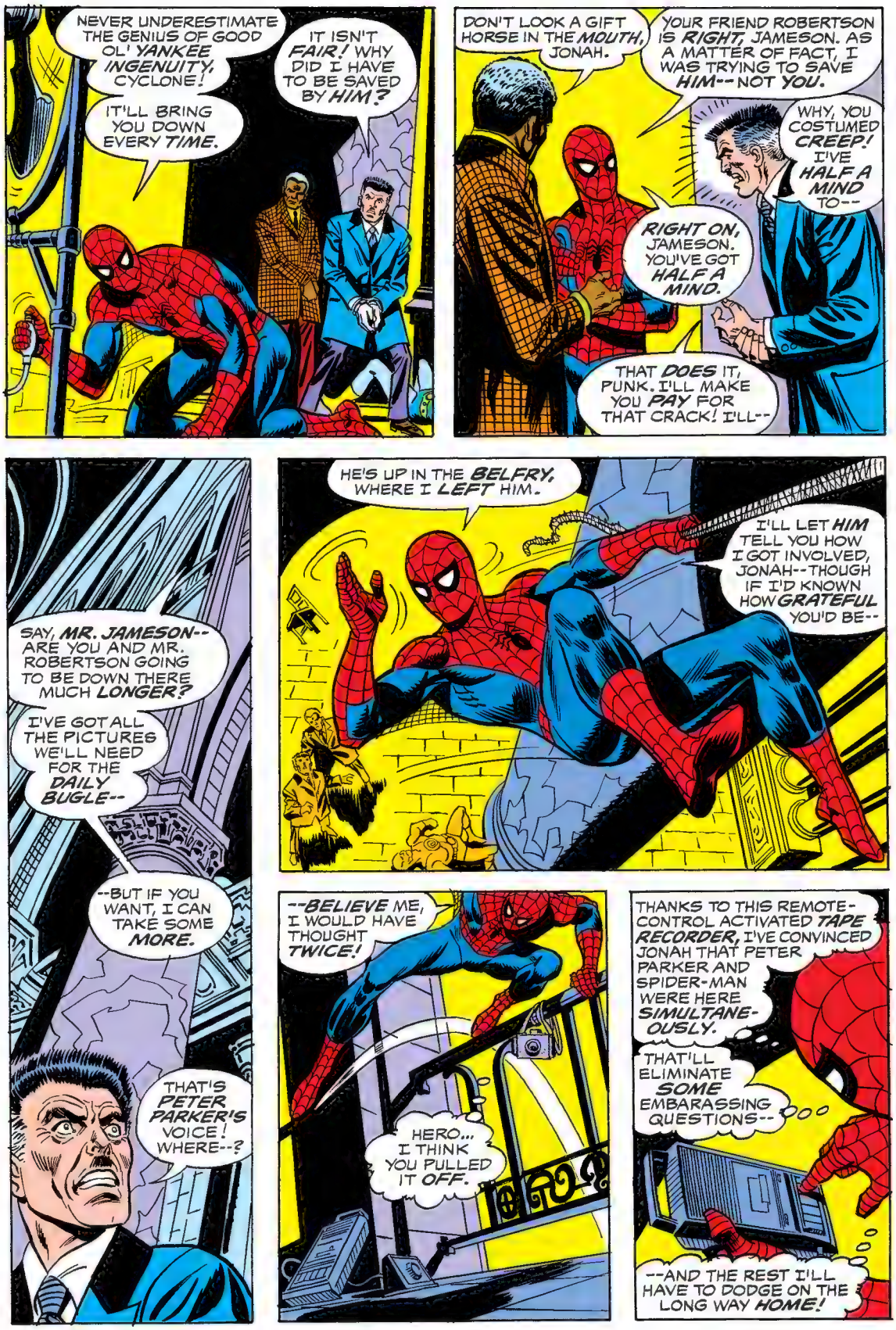
CRAZY? CRAZY, MONSIEUR? IT IS CRAZY TO DESIRE REVENGE?
AU CONTRAIRE, MON AMI-- IT IS YOU WHO ARE INSANE IF YOU THINK TO INSULT ME--
--AND LIVE!
HEY, GANG--WHAT'S WITH ALL THE ROUGH STUFF?
I THOUGHT THIS WAS A KIDNAPPING--
--OR DON'T YOU WANT THE RANSOM AFTER ALL?
THE STOCKS! THEN--WE HAVE WON!
WITH THE MONEY THIS WILL BRING, WE CAN--
SNIP!
SORRY, CHARLIE--
--BUT I JUST DON'T LIKE YOUR ATTITUDE.
WHEN A FELLA BRINGS YOU A PRESENT, YOU'RE SUPPOSED TO SAY THANK YOU--
--OR IN YOUR CASE, MERCI BIEN.
BOK
BATOOM!
FACE IT, FELLAS-- YOU'VE GOT NO CLASS.

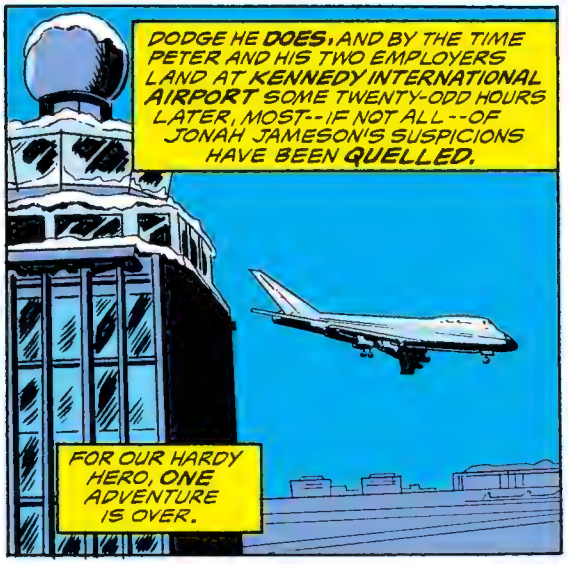

TALK ABOUT GUYS WITH NO CLASS-- YOU TAKE THE PRIZE, CYCLONE.
PIG! I WILL FLATTEN YOU!
SEE? THAT'S JUST WHAT I MEAN:
WHAM!
THERE I WAS, RIGHT IN THE MIDDLE OF AN ELUCIDATION-- AND YOU INTERRUPT ME!
AS I WAS SAYING, CYCLONE-- YOU'VE GOT NO CLASS.
I MEAN, PICKING A CHURCH TO HIDE YOUR KIDNAP VICTIMS--
AFTER ALL, THERE ARE PEOPLE WHO WOULD HAVE PAID TO HAVE YOU KEEP HIM-- HEY!
PROW!
--THAT'S REALLY CALLOW, CYCLONE-- REALLY CALLOW.
--YOU'D NEVER HAVE KIDNAPPED A CLOWN LIKE J. JONAH JAMESON.
AND ANOTHER THING: IF YOU HAD ANY CLASS IN THE FIRST PLACE--
WHOOOSH

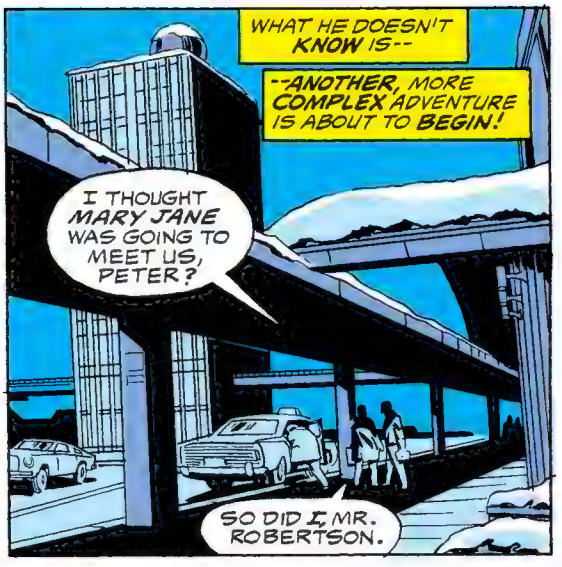

WHOOSH!
OH, NO-- NOT AGAIN!
FOOOSH
OUI, MON ENEMI-- AGAIN! I CONTROL THE FORCE OF A HUNDRED CYCLONES, THE POWER OF THE MIGHTIEST VORTEX--
--AND WITH IT I SHALL DESTROY YOU!
SW
OOM!
FOR THE SECOND TIME YOU HAVE CHOSEN TO INTERFERE IN MATTERS WHICH ARE NOT YOUR CONCERN.
THIS TIME WILL BE YOUR LAST!
THIS TIME YOU WILL DIE!

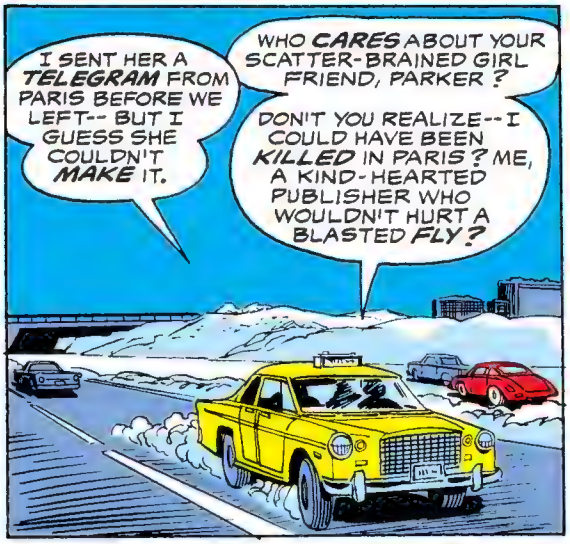

THE WIND'S SO STRONG-- IT'LL KNOCK ME THROUGH A WINDOW, UNLESS--
DID IT!
NOW, IF I CAN ONLY SLIP DOWN THE EYE OF THIS VORTEX, I'LL BE ABLE TO--
WHOOT!
THUMP!
SO MUCH FOR THAT BRAINSTORM.
I'LL HAVE TO TRY MY ORIGINAL PLAN--AND HOPE THERE'S ENOUGH ELECTRICITY IN THIS CATHEDRAL FOR MY GADGET TO WORK--!
WHUSH!
BECAUSE, IF THERE ISN'T--
--IN ABOUT THREE SECONDS--
SHOOM!
--THIS SPIDER IS GONNA BE SQUASHED!
FOOM!

SURPRISE!
WHAT IS THIS, AMERICAN? A JEST?
DO YOU PLAN TO USE A SIMPLE FAN AGAINST THE MURDEROUS FORCE OF THE ALL POWERFUL CYCLONE?
I WOULDN'T HAVE PUT IT IN PRECISELY THOSE TERMS, HANDSOME--
BUT--YEAH, THAT'S THE GENERAL IDEA! A FAN--CREATING A VORTEX IN REVERSE TO YOUR OWN!
CLIK!
BUT THIS IS INCREDIBLE! DON'T YOU REALIZE WHAT I AM?
I AM THE CYCLONE! I AM POWER INCARNATE!
NOTHING CAN STOP ME!
--NOTHINNNGGGG
WHABOOM!

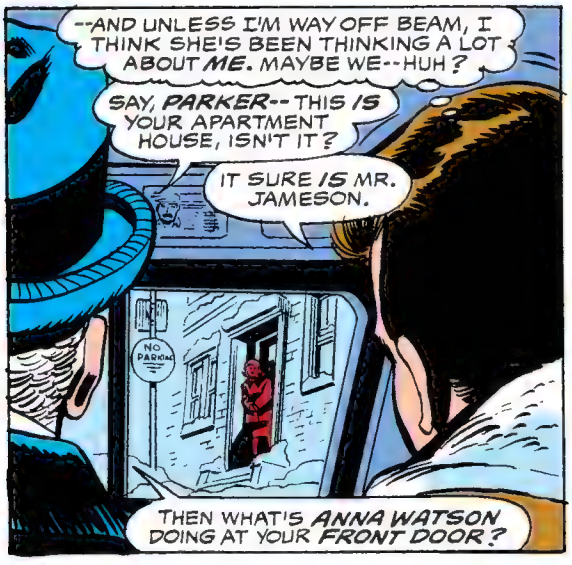

NEVER UNDERESTIMATE THE GENIUS OF GOOD OL' YANKEE INGENUITY, CYCLONE!
IT'LL BRING YOU DOWN EVERY TIME.
IT ISN'T FAIR! WHY DID I HAVE TO BE SAVED BY HIM?
DON'T LOOK A GIFT HORSE IN THE MOUTH, JONAH.
YOUR FRIEND ROBERTSON IS RIGHT, JAMESON. AS A MATTER OF FACT, I WAS TRYING TO SAVE HIM--NOT YOU.
WHY, YOU COSTUMED CREEP! I'VE HALF A MIND TO--
RIGHT ON, JAMESON. YOU'VE GOT HALF A MIND.
THAT DOES IT, PUNK. I'LL MAKE YOU PAY FOR THAT CRACK! I'LL--
SAY, MR. JAMESON--ARE YOU AND MR. ROBERTSON GOING TO BE DOWN THERE MUCH LONGER?
I'VE GOT ALL THE PICTURES WE'LL NEED FOR THE DAILY BUGLE--
--BUT IF YOU WANT, I CAN TAKE SOME MORE.
THAT'S PETER PARKER'S VOICE! WHERE--?
HE'S UP IN THE BELFRY, WHERE I LEFT HIM.
I'LL LET HIM TELL YOU HOW I GOT INVOLVED, JONAH--THOUGH IF I'D KNOWN HOW GRATEFUL YOU'D BE--
--BELIEVE ME, I WOULD HAVE THOUGHT TWICE!
HERO... I THINK YOU PULLED IT OFF.
THANKS TO THIS REMOTE-CONTROL ACTIVATED TAPE RECORDER, I'VE CONVINCED JONAH THAT PETER PARKER AND SPIDER-MAN WERE HERE SIMULTANEOUSLY.
THAT'LL ELIMINATE SOME EMBARASSING QUESTIONS--
--AND THE REST I'LL HAVE TO DODGE ON THE LONG WAY HOME!


DODGE HE DOES, AND BY THE TIME PETER AND HIS TWO EMPLOYERS LAND AT KENNEDY INTERNATIONAL AIRPORT SOME TWENTY-ODD HOURS LATER, MOST--IF NOT ALL--OF JONAH JAMESON'S SUSPICIONS HAVE BEEN QUELLED.
FOR OUR HARDY HERO, ONE ADVENTURE IS OVER.

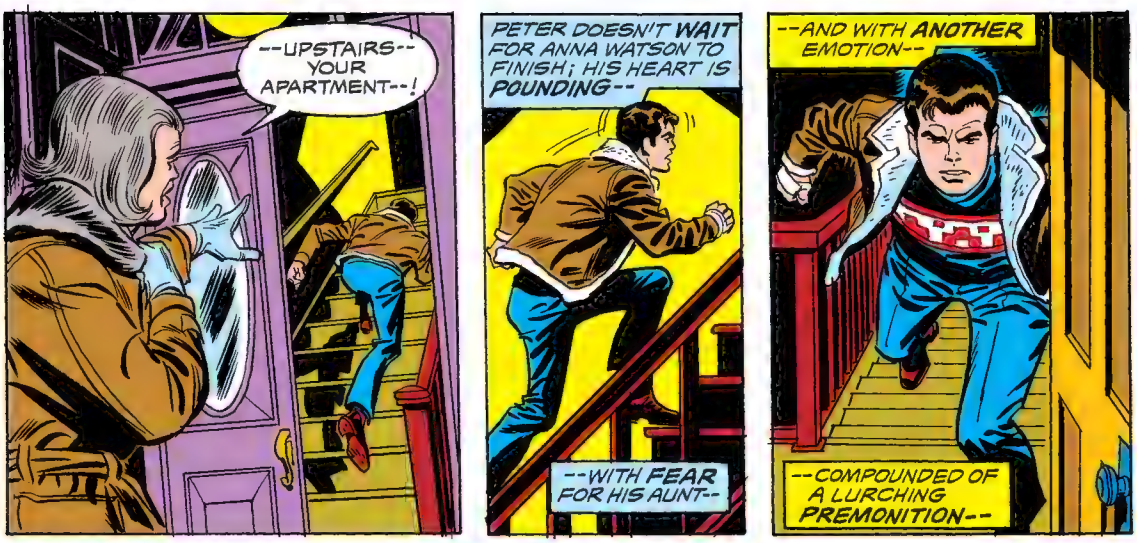

WHAT HE DOESN'T KNOW IS--
--ANOTHER, MORE COMPLEX ADVENTURE IS ABOUT TO BEGIN!
I THOUGHT MARY JANE WAS GOING TO MEET US, PETER?
SO DID I, MR. ROBERTSON.

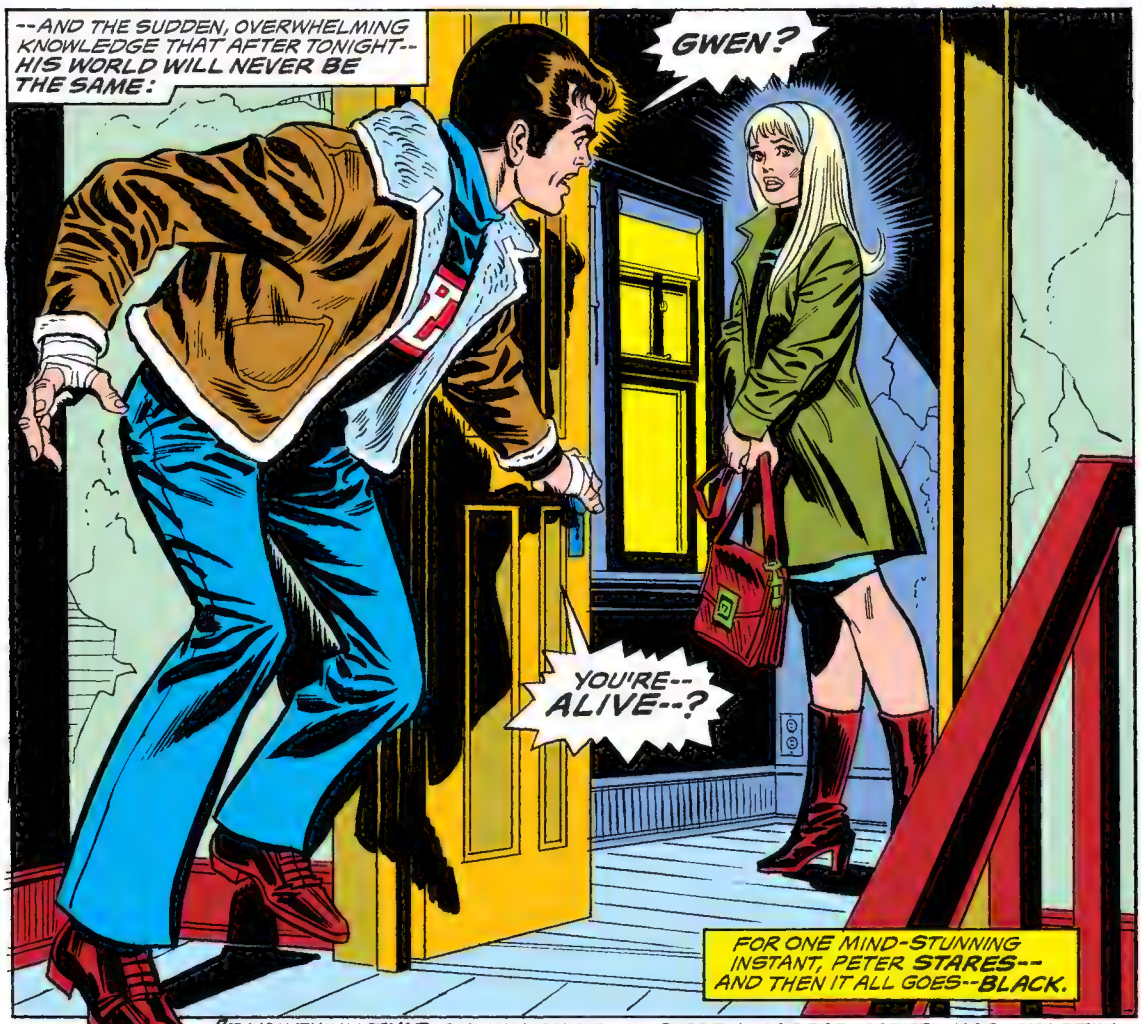

I SENT HER A TELEGRAM FROM PARIS BEFORE WE LEFT-- BUT I GUESS SHE COULDN'T MAKE IT.
WHO CARES ABOUT YOUR SCATTER-BRAINED GIRL FRIEND, PARKER?
DON'T YOU REALIZE--I COULD HAVE BEEN KILLED IN PARIS? ME, A KIND-HEARTED PUBLISHER WHO WOULDN'T HURT A BLASTED FLY?

GOOD OLD JONAH. WE'LL BE HEARING ABOUT HIS ADVENTURES FOR THE NEXT SIX MONTHS!
I WONDER WHY MARY JANE DIDN'T MEET US? I'VE BEEN THINKING ABOUT HER A LOT LATELY--


--AND UNLESS I'M WAY OFF BEAM, I THINK SHE'S BEEN THINKING A LOT ABOUT ME. MAYBE WE--HUH?
SAY, PARKER--THIS IS YOUR APARTMENT HOUSE, ISN'T IT?
IT SURE IS MR. JAMESON.
NO PARKING
THEN WHAT'S ANNA WATSON DOING AT YOUR FRONT DOOR?

WITHOUT ANSWERING, PETER SHOVES HIS WAY OUT OF THE CAB AND SLAMS THE CAR DOOR BEHIND HIM--
MRS. WATSON--WHAT--?
IT'S YOUR AUNT MAY, PETER--!
SHE'S IN THE HOSPITAL. SHE SAW-- I DON'T KNOW HOW TO EXPLAIN, PETER--


--UPSTAIRS-- YOUR APARTMENT--!
PETER DOESN'T WAIT FOR ANNA WATSON TO FINISH; HIS HEART IS POUNDING--
--WITH FEAR FOR HIS AUNT--
--AND WITH ANOTHER EMOTION--
--COMPOUNDED OF A LURCHING PREMONITION--


--AND THE SUDDEN, OVERWHELMING KNOWLEDGE THAT AFTER TONIGHT-- HIS WORLD WILL NEVER BE THE SAME:
GWEN?
YOU'RE-- ALIVE--?
FOR ONE MIND-STUNNING INSTANT, PETER STARES-- AND THEN IT ALL GOES--BLACK.

NEXT ISSUE:

IF YOU THINK **THIS** IS A WAY-OUT ENDING FOR A MADCAP MARVEL MAG, WAIT TILL YOU SEE WHAT'S IN STORE FOR YOU **NEXT** TIME, WHEN PETER FINDS OUT--

THE SCORPION'S BACK IN TOWN!

WHEW! WHO SAYS THIS ISN'T THE **MARVEL AGE OF COMICS?**

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
145
JUNE
02457
the AMAZING SPIDER-MAN®
YOU'RE ALL WASHED UP, WEB-SLINGER!
THE SCORPION STINGS BUT ONCE!
BUT IN HIS CASE-- ONCE IS PLENTY!
ALL THIS--AND GWEN STACY TOO!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY * AUTHOR
ROSS ANDRU * ARTIST
FRANK GIACOIA & DAVE HUNT * INKERS
ARTIE SIMEK LETTERER
P. GOLDBERG COLORIST
* LEN WEIN EDITOR

PLACE: PETER PARKER'S NEW APARTMENT.
TIME: FIVE MINUTES AFTER THE END OF OUR LAST ISSUE.
THE CAST: WELL-- LOOK FOR YOURSELF, FRANTIC ONE!
WELL, PARKER, IT'S FINALLY HAPPENED, HASN'T IT?
GWEN STACY IS ALIVE...AND, WELL.....?!
AFTER ALL THESE YEARS, AFTER ALL THE BATTLES YOU'VE FOUGHT AS ME-- YOU'VE FINALLY GONE OFF THE DEEP END.
YOU'RE STARKERS, PARKER.
CRACKERS.
CRAZY.
NUTS.
FACE IT, FELLA-- YOU'RE A PRIZE CANDIDATE FOR A ONE-WAY TRIP TO THE LOONEY-BIN!

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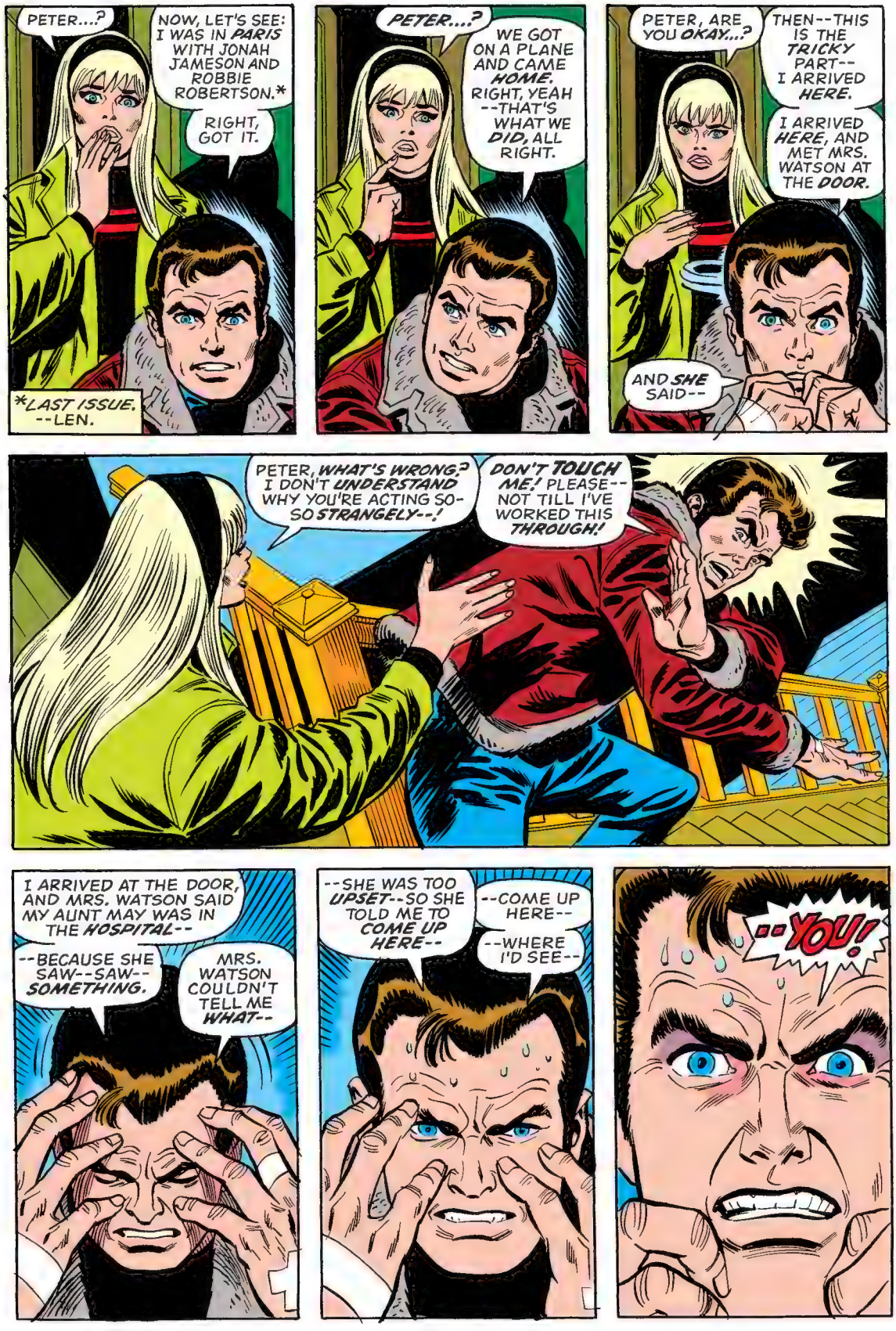
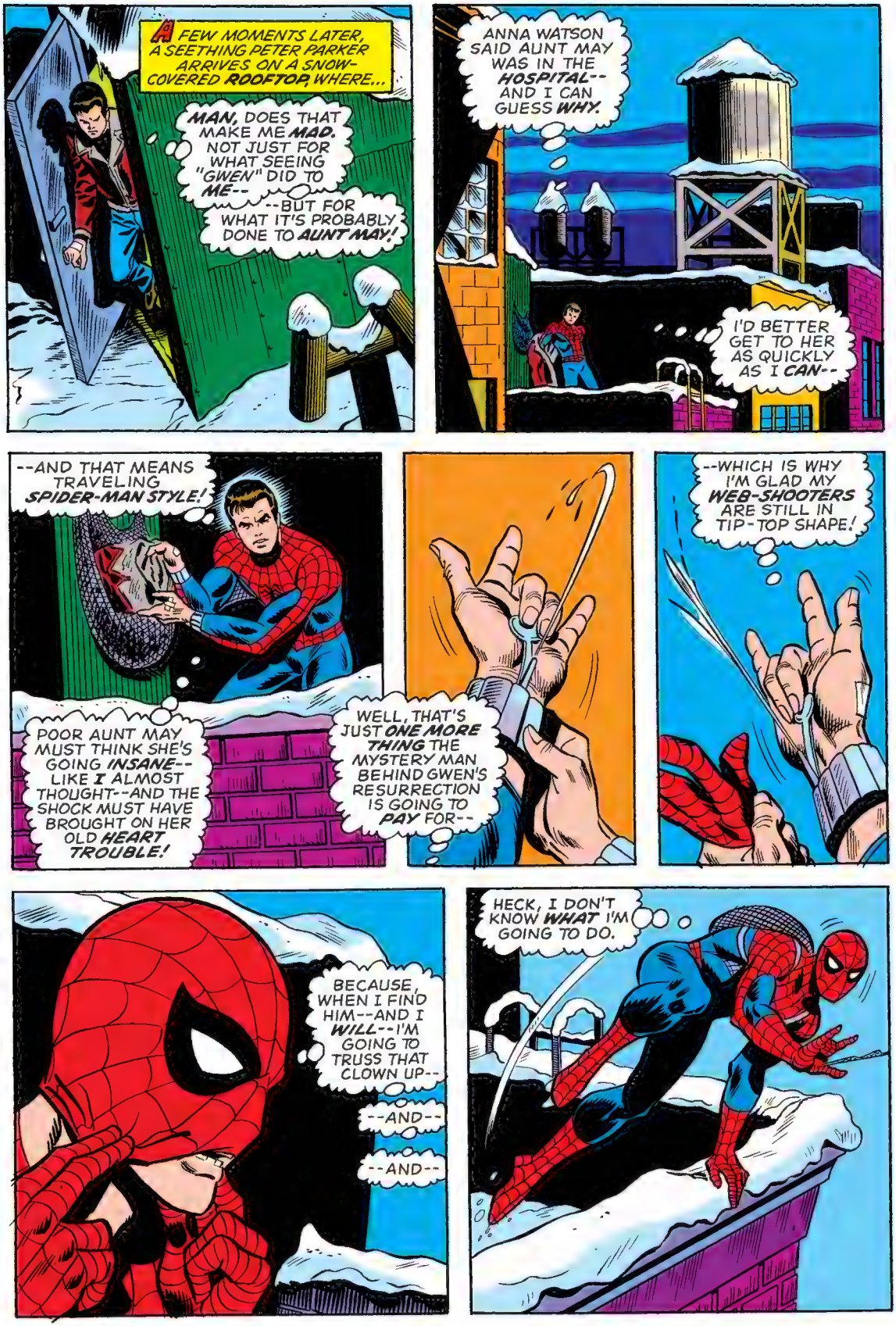
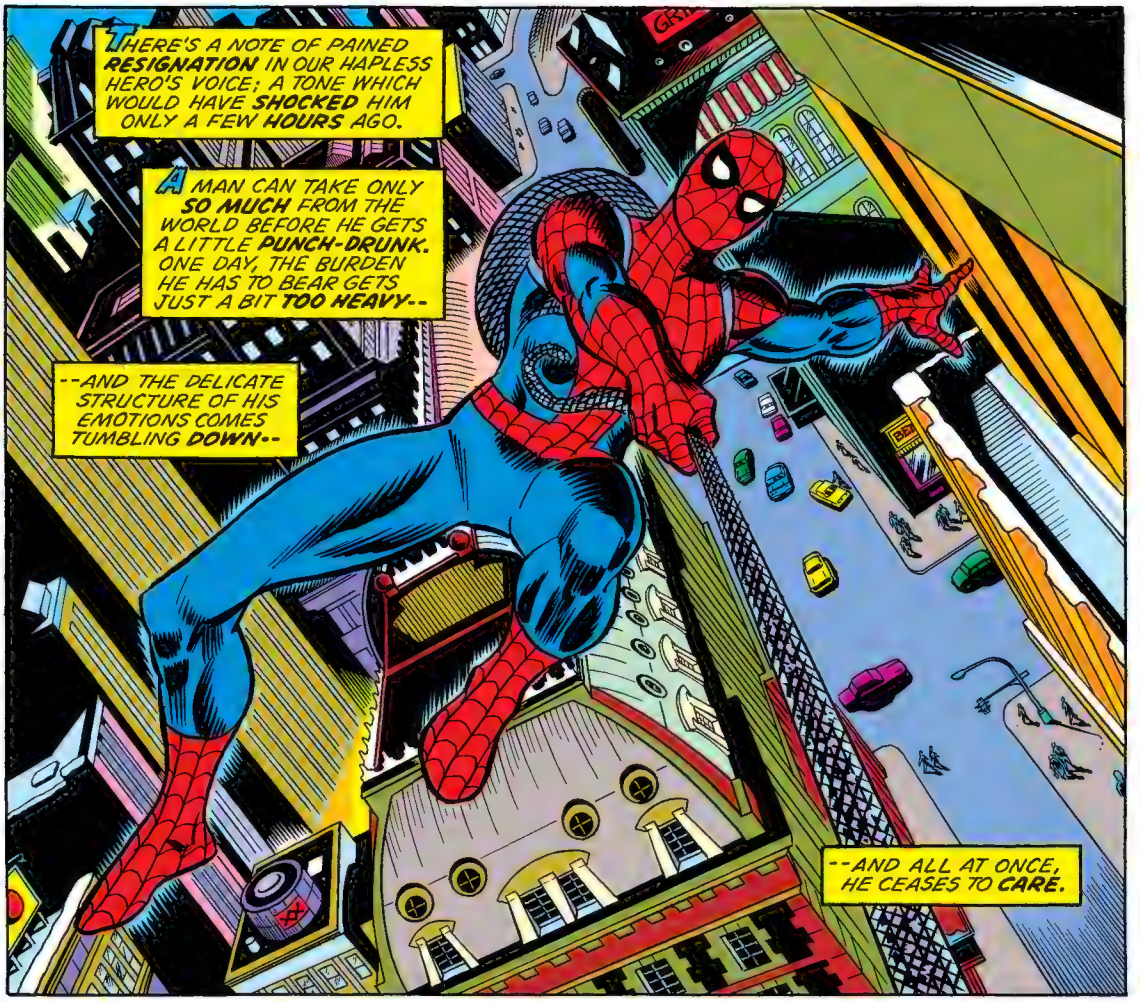
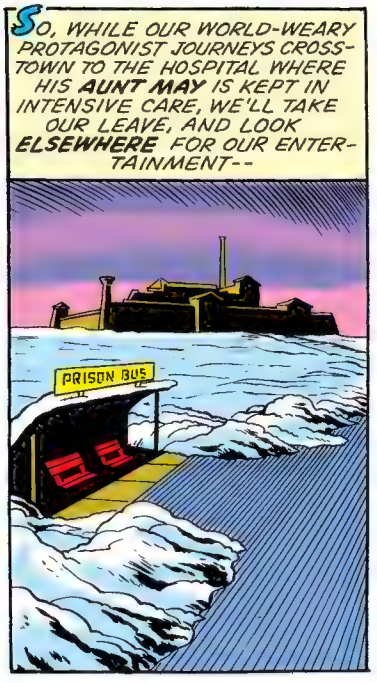

PETER...?
NOW, LET'S SEE: I WAS IN PARIS WITH JONAH JAMESON AND ROBBIE ROBERTSON.*
RIGHT, GOT IT.
*LAST ISSUE. --LEN.
PETER...?
WE GOT ON A PLANE AND CAME HOME. RIGHT, YEAH --THAT'S WHAT WE DID, ALL RIGHT.
PETER, ARE YOU OKAY...?
THEN--THIS IS THE TRICKY PART-- I ARRIVED HERE.
I ARRIVED HERE, AND MET MRS. WATSON AT THE DOOR.
AND SHE SAID--
PETER, WHAT'S WRONG? I DON'T UNDERSTAND WHY YOU'RE ACTING SO- SO STRANGELY--!
DON'T TOUCH ME! PLEASE-- NOT TILL I'VE WORKED THIS THROUGH!
I ARRIVED AT THE DOOR, AND MRS. WATSON SAID MY AUNT MAY WAS IN THE HOSPITAL--
--BECAUSE SHE SAW--SAW-- SOMETHING.
MRS. WATSON COULDN'T TELL ME WHAT--
--SHE WAS TOO UPSET--SO SHE TOLD ME TO COME UP HERE--
--COME UP HERE--
--WHERE I'D SEE--
--YOU!

YOU--"GWEN STACY"--THE ONLY GIRL I EVER LOVED--
--A GIRL WHO WAS KILLED MONTHS AGO BY THE GREEN GOBLIN!*
PETER--Y-YOU'RE--YOU'RE HURTING ME--!
*AS TOLD IN THOSE EPIC ISSUES, SPIDER-MAN #121 & 122.--LEN.
YOU'RE LUCKY I DON'T BELT YOU IN THE MOUTH, SISTER.
WHATEVER YOUR GAME IS, IT WON'T WORK.
GWEN STACY IS DEAD. SHE'S DEAD. AND THAT MAKES YOU--
--AN IMPOSTER!
DO ME A FAVOR, LADY. CRAWL BACK IN YOUR HOLE.
NICE TRY--BUT I'M NOT BUYING!
PETER... DID YOU SEE HER? WAS SHE...?
NO, MRS. WATSON--SHE WASN'T. WHOEVER PUT HER UP TO IMPERSONATING GWEN HAS SOME SICK SENSE OF HUMOR--
--AND WHEN I FIND OUT WHO HE IS, I'LL SHOW HIM A FEW JOKES--OF MY OWN!
PARKING


A FEW MOMENTS LATER, A SEETHING PETER PARKER ARRIVES ON A SNOW-COVERED ROOFTOP, WHERE...
MAN, DOES THAT MAKE ME MAD. NOT JUST FOR WHAT SEEING "GWEN" DID TO ME--
--BUT FOR WHAT IT'S PROBABLY DONE TO AUNT MAY!
ANNA WATSON SAID AUNT MAY WAS IN THE HOSPITAL-- AND I CAN GUESS WHY.
I'D BETTER GET TO HER AS QUICKLY AS I CAN--
--AND THAT MEANS TRAVELING SPIDER-MAN STYLE!
POOR AUNT MAY MUST THINK SHE'S GOING INSANE-- LIKE I ALMOST THOUGHT--AND THE SHOCK MUST HAVE BROUGHT ON HER OLD HEART TROUBLE!
WELL, THAT'S JUST ONE MORE THING THE MYSTERY MAN BEHIND GWEN'S RESURRECTION IS GOING TO PAY FOR--
--WHICH IS WHY I'M GLAD MY WEB-SHOOTERS ARE STILL IN TIP-TOP SHAPE!
BECAUSE, WHEN I FIND HIM--AND I WILL--I'M GOING TO TRUSS THAT CLOWN UP--
--AND--
--AND--
HECK, I DON'T KNOW WHAT I'M GOING TO DO.

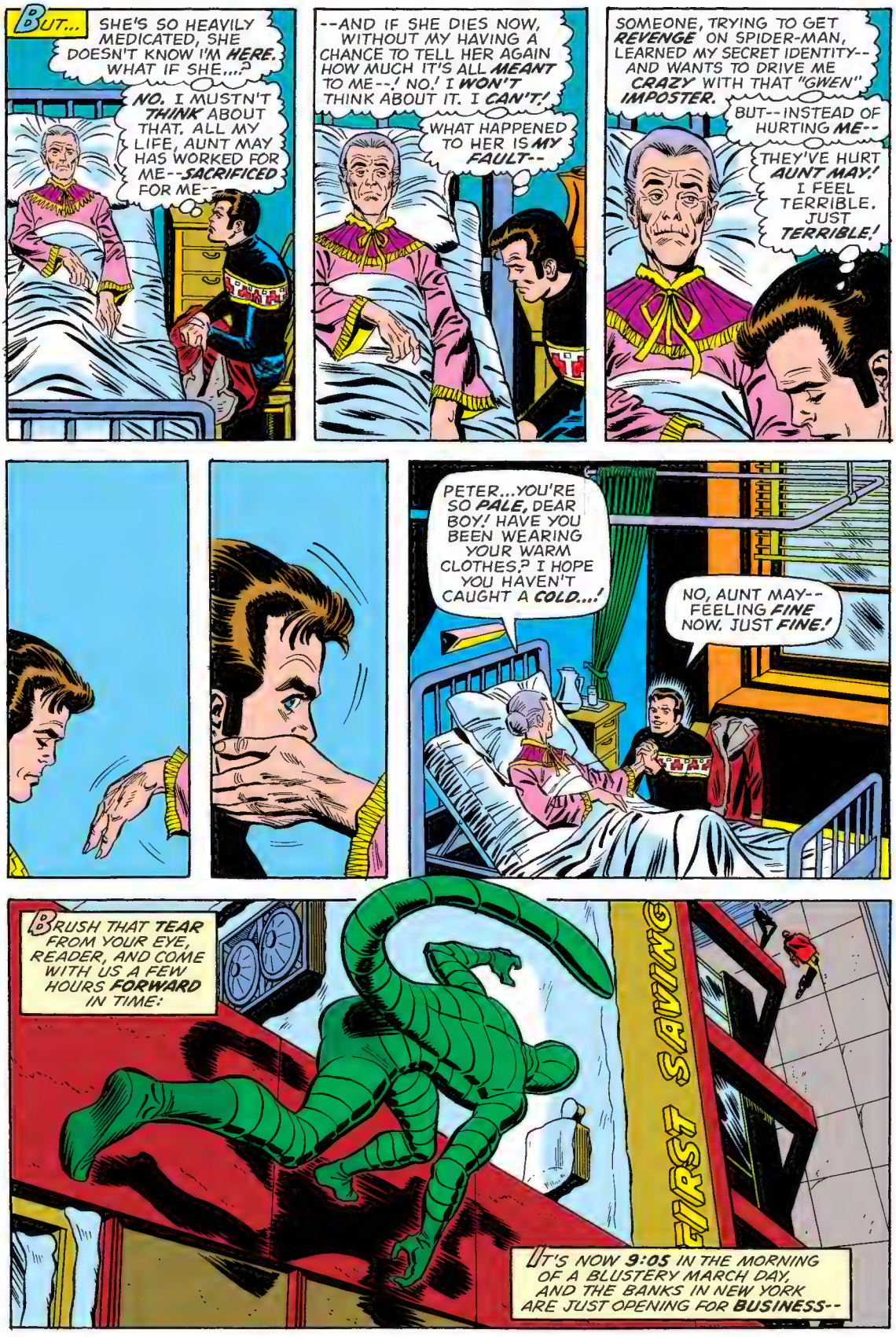

THERE'S A NOTE OF PAINED RESIGNATION IN OUR HAPLESS HERO'S VOICE; A TONE WHICH WOULD HAVE SHOCKED HIM ONLY A FEW HOURS AGO.
A MAN CAN TAKE ONLY SO MUCH FROM THE WORLD BEFORE HE GETS A LITTLE PUNCH-DRUNK. ONE DAY, THE BURDEN HE HAS TO BEAR GETS JUST A BIT TOO HEAVY--
--AND THE DELICATE STRUCTURE OF HIS EMOTIONS COMES TUMBLING DOWN--
--AND ALL AT ONCE, HE CEASES TO CARE.


SO, WHILE OUR WORLD-WEARY PROTAGONIST JOURNEYS CROSS-TOWN TO THE HOSPITAL WHERE HIS AUNT MAY IS KEPT IN INTENSIVE CARE, WE'LL TAKE OUR LEAVE, AND LOOK ELSEWHERE FOR OUR ENTERTAINMENT--
PRISON BUS

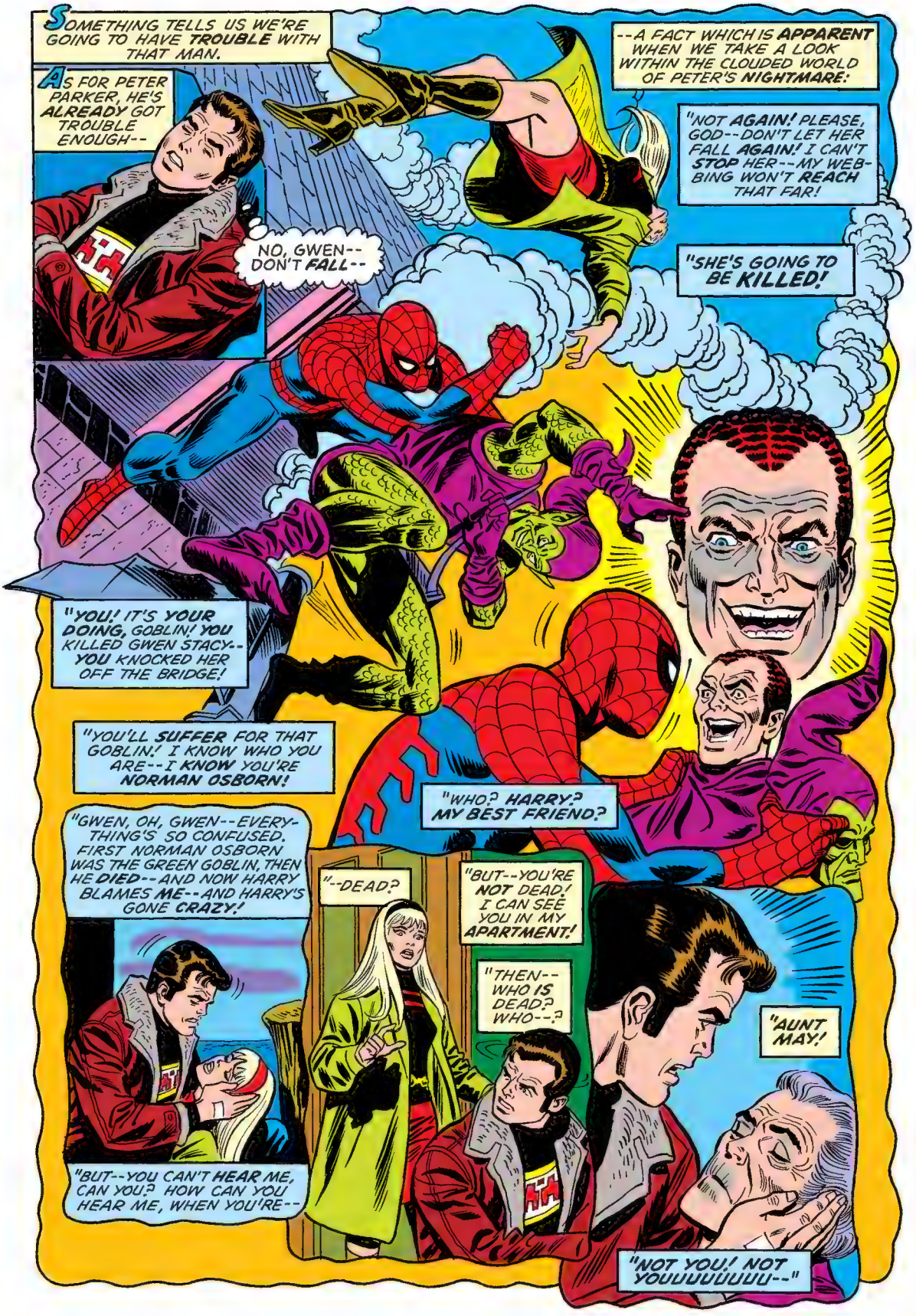
SPECIFICALLY, WE'LL LOOK HERE: A FEDERAL PENITENTIARY IN NEW JERSEY, WHERE A CERTAIN INMATE IS IN THE PROCESS OF BEING PROCESSED OUT.
TAKE A CLOSE LOOK, READER. YOU MIGHT RECOGNIZE THE MAN...

FOR WE HAVE, AFTER ALL, SEEN HIM BEFORE...
YOU WERE A MODEL PRISONER, GARGAN. IF YOU DON'T MIND--
--I'D LIKE TO SHAKE YOUR HAND.
SAVE IT FOR SUNDAY SCHOOL, PAL. I'VE SERVED MY TIME.
JUST LET ME OUT.

CRUMMY GUARDS, THEY THINK I'M A CHANGED MAN-- 'CAUSE I NEVER MADE ANY TROUBLE ALL THE TIME I WAS IN STIR.
HA. IF THEY ONLY KNEW WHY--!
NEW YORK
A SHORT BUS TRIP LATER, OVER THE WASHINGTON BRIDGE, IN UPTOWN MANHATTAN...
I WAS COOL 'CAUSE I HAD TO BE COOL.
NOW THAT I'M FREE--
--I'M GOIN' BACK TO WHAT I DO BEST: BEIN' A CROOK.
HELLO, WORLD-- HERE COMES THE SCORPION!
THERE; THAT WASN'T TOO LONG A BREAK, WAS IT? ONLY SIX PANELS.
LET'S SEE WHAT'S HAPPENED TO OUR FAVORITE WEB-SLINGER IN THE INTERIM:
HE'S ARRIVED AT THE HOSPITAL--
--MADE A FAST COSTUME-CHANGE--AND AFTER WANDERING UP AND DOWN SEVERAL GRAY-AND-GREEN PAINTED CORRIDORS, HE'S FOUND:
AUNT MAY!
PLEASE, SIR--KEEP YOUR VOICE DOWN. THIS WOMAN NEEDS REST--AND THAT MEANS QUIET.
SORRY--BUT SHE'S MY AUNT.
WILL SHE BE OKAY? CAN I SEE HER SOON?
WAIT OUTSIDE. I'LL CHECK WITH THE DOCTOR.
ALL RIGHT, SIR. YOU CAN GO IN NOW.

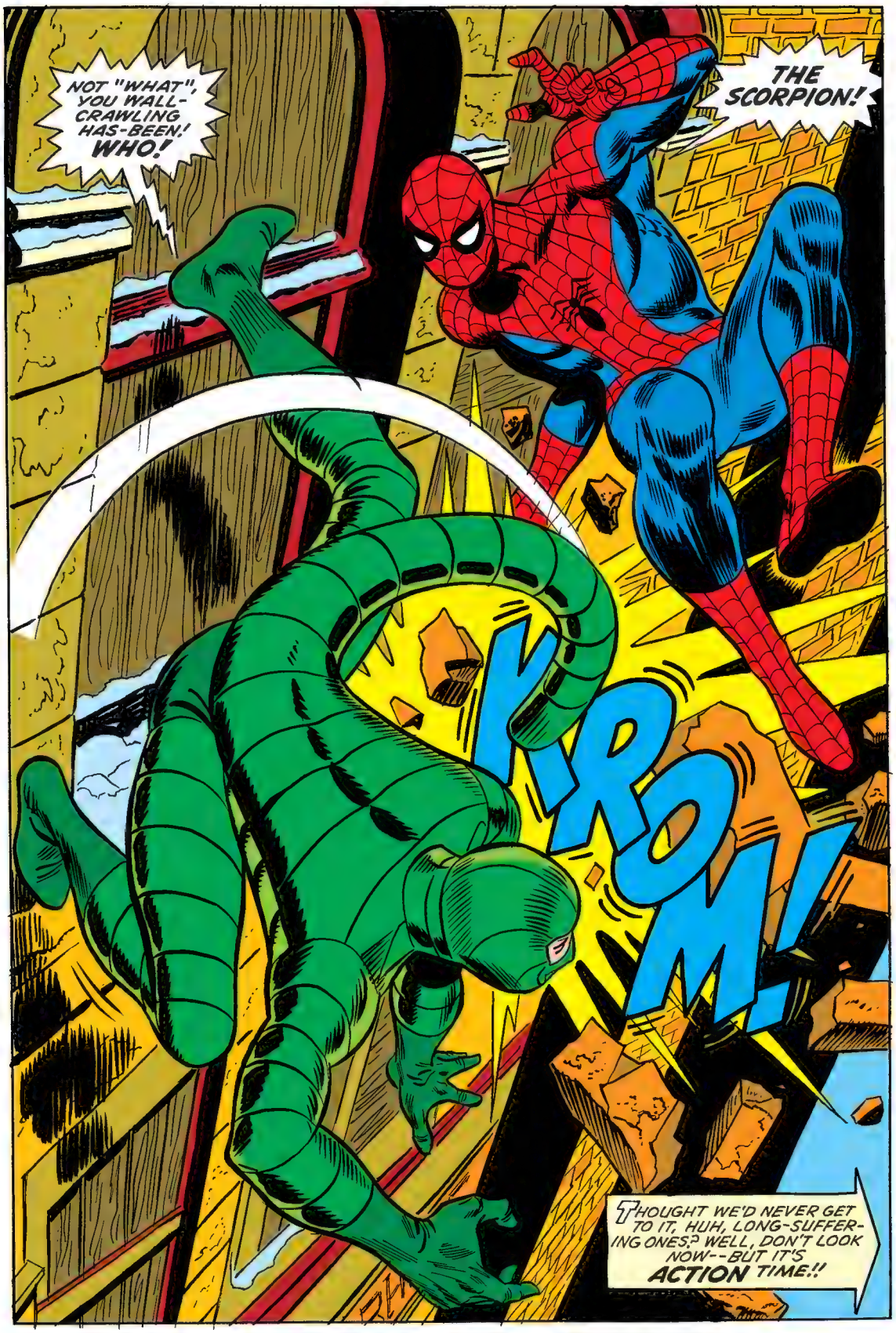

BUT... SHE'S SO HEAVILY MEDICATED, SHE DOESN'T KNOW I'M HERE. WHAT IF SHE...?
NO. I MUSTN'T THINK ABOUT THAT. ALL MY LIFE, AUNT MAY HAS WORKED FOR ME--SACRIFICED FOR ME--
--AND IF SHE DIES NOW, WITHOUT MY HAVING A CHANCE TO TELL HER AGAIN HOW MUCH IT'S ALL MEANT TO ME--! NO! I WON'T THINK ABOUT IT. I CAN'T!
WHAT HAPPENED TO HER IS MY FAULT--
SOMEONE, TRYING TO GET REVENGE ON SPIDER-MAN, LEARNED MY SECRET IDENTITY-- AND WANTS TO DRIVE ME CRAZY WITH THAT "GWEN" IMPOSTER.
BUT--INSTEAD OF HURTING ME--
THEY'VE HURT AUNT MAY! I FEEL TERRIBLE. JUST TERRIBLE!
PETER...YOU'RE SO PALE, DEAR BOY! HAVE YOU BEEN WEARING YOUR WARM CLOTHES? I HOPE YOU HAVEN'T CAUGHT A COLD...!
NO, AUNT MAY-- FEELING FINE NOW. JUST FINE!
BRUSH THAT TEAR FROM YOUR EYE, READER, AND COME WITH US A FEW HOURS FORWARD IN TIME:
FIRST SAVING
IT'S NOW 9:05 IN THE MORNING OF A BLUSTERY MARCH DAY, AND THE BANKS IN NEW YORK ARE JUST OPENING FOR BUSINESS--

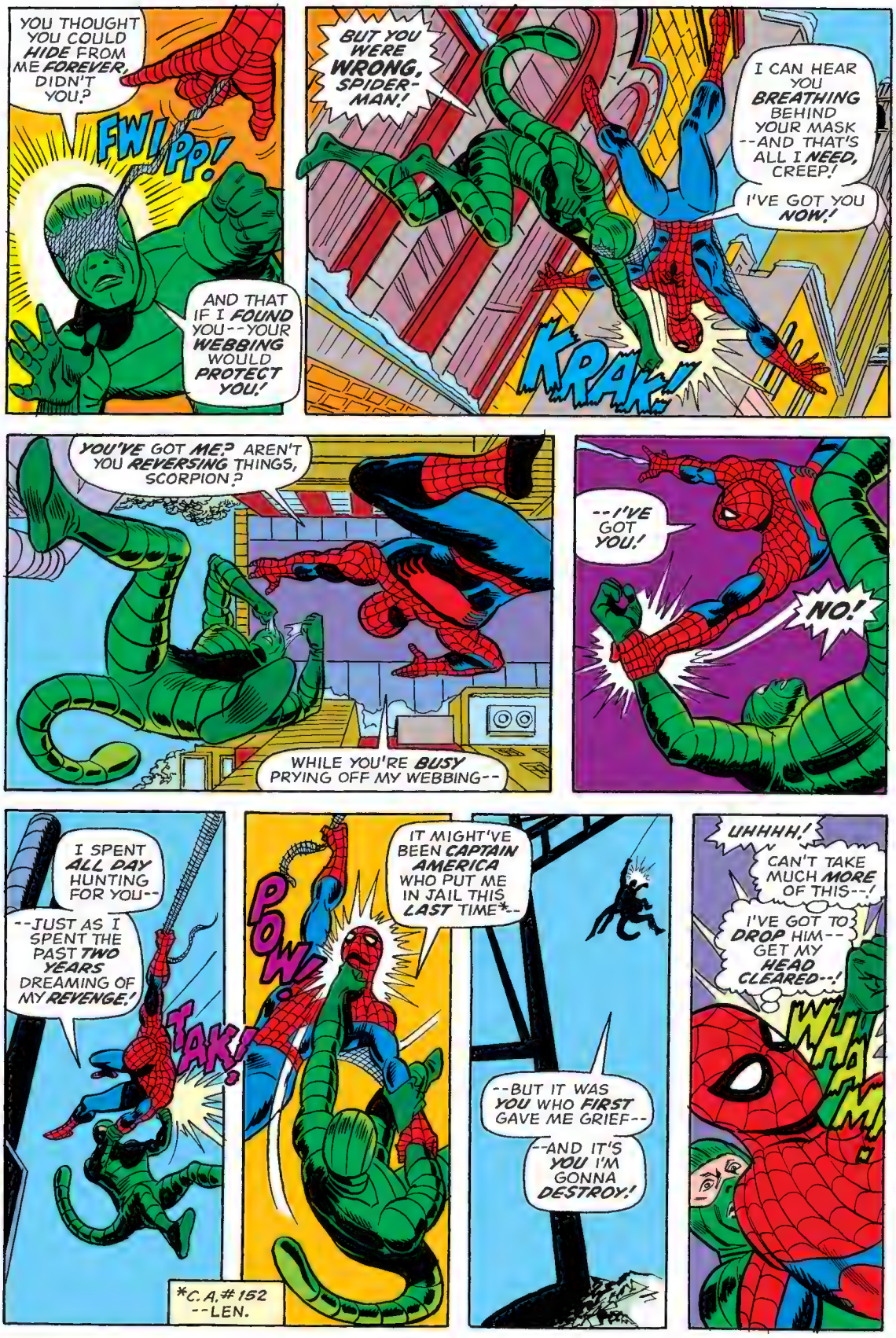
--THE USUAL BANKING BUSINESS DEALING WITH DEPOSITS--
--AND WITHDRAWALS!
SCRASH!
MR. COOPERTON... TH-THAT MAN...! HE JUST...THE WINDOW...HE...
DON'T STAND THERE BABBLING, YOU IDIOT! THE ALARM--!
PUSH THE ALARM!
TOUCH ANYTHING, AND YOU'RE DEAD.
I'VE BEEN OUT OF CIRCULATION A WHILE, SO IN CASE YOU DON'T RECOGNIZE ME--
--I'M THE SCORPION!
THAT'S SCORPION, PAL! YOU KNOW--
FROSH
--THE GUY WITH THE STAINLESS-STEEL STING!


SOMETHING TELLS US WE'RE GOING TO HAVE TROUBLE WITH THAT MAN.
AS FOR PETER PARKER, HE'S ALREADY GOT TROUBLE ENOUGH--
--A FACT WHICH IS APPARENT WHEN WE TAKE A LOOK WITHIN THE CLOUDED WORLD OF PETER'S NIGHTMARE:
"NOT AGAIN! PLEASE, GOD--DON'T LET HER FALL AGAIN! I CAN'T STOP HER--MY WEB-BING WON'T REACH THAT FAR!
NO, GWEN-- DON'T FALL--
"SHE'S GOING TO BE KILLED!
"YOU! IT'S YOUR DOING, GOBLIN! YOU KILLED GWEN STACY-- YOU KNOCKED HER OFF THE BRIDGE!
"YOU'LL SUFFER FOR THAT GOBLIN! I KNOW WHO YOU ARE--I KNOW YOU'RE NORMAN OSBORN!
"WHO? HARRY? MY BEST FRIEND?
"GWEN, OH, GWEN--EVERY-THING'S SO CONFUSED. FIRST NORMAN OSBORN WAS THE GREEN GOBLIN, THEN HE DIED--AND NOW HARRY BLAMES ME--AND HARRY'S GONE CRAZY!
"-DEAD?
"BUT--YOU'RE NOT DEAD! I CAN SEE YOU IN MY APARTMENT!
"THEN-- WHO IS DEAD? WHO--?
"AUNT MAY!
"BUT--YOU CAN'T HEAR ME, CAN YOU? HOW CAN YOU HEAR ME, WHEN YOU'RE--
"NOT YOU! NOT YOUUUUUUUU--"

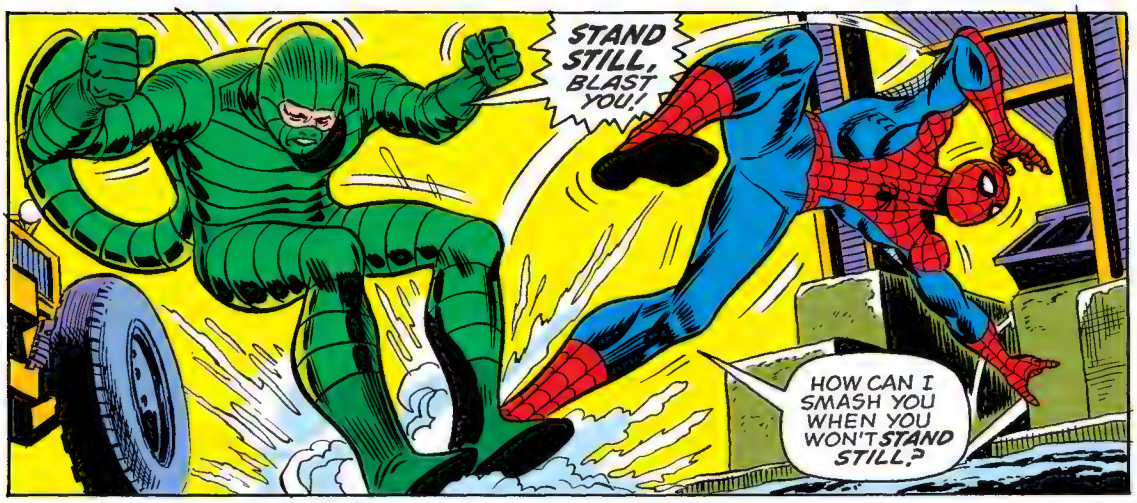
YYYOUUU--
UHH.
OH.
OH, WOW.
THAT'S WHAT I CALL A NIGHTMARE.
UNSTEADILY, PETER STAGGERS HIS WAY ACROSS THE HOSPITAL CORRIDOR TO A WATER-FOUNTAIN, AWARE OF THE MUSCLES CRINKED IN HIS NECK, OF THE ACHE IN HIS SPINE--
--OF THE VOICE ON A NEARBY RADIO--
INFORMATION
--INTERRUPT THIS PROGRAM FOR THIS SPECIAL NEWS BULLETIN:
LESS THEN TWENTY MINUTES AGO, IN THE WALL STREET AREA, A DARING DAYLIGHT ROBBERY WAS SUCCESSFULLY ENACTED BY THE COSTUMED CRIMINAL KNOWN AS THE SCORPION.
A POLICE SPOKES-MAN HAS CONFIRMED THAT THE SCORPION MADE OFF WITH OVER FIFTEEN THOUSAND DOLLARS IN BANK CURRENCY--
--AND THAT THE SCORPION WAS LAST SEEN HEADED NORTH, TOWARD MIDTOWN. POLICE ADVISE THAT THE SCORPION IS DANGEROUS, IS ARMED, AND HAS A REPUTATION--
I DON'T CARE BEANS ABOUT THE SCORPION'S REP--BUT ONE THING'S FOR SURE:
AFTER THE DREAM I JUST HAD, I'M IN NO MOOD FOR BENCH-WARMING.
THE DOCTORS SAY AUNT MAY'S CONDITION HAS STABILIZED, SO--

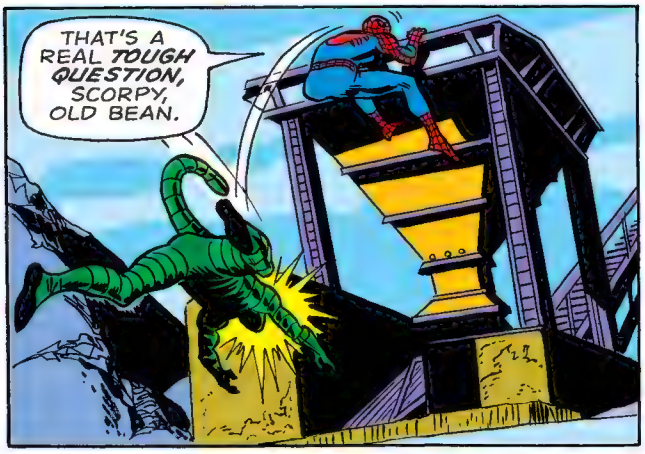
AUNT MARTHA'S HOME MADE PIES
AN HOUR CREEPS BY, THEN TWO. NOON LOOMS IN THE NEAR DISTANCE, AND THOUGH HE'S FORAGED THE LENGTH OF SNOW-COVERED MANHATTAN, OUR HERO HASN'T UNCOVERED A CLUE AS TO THE SCORPION'S WHERE-ABOUTS...
IN FACT, HE'S ABOUT READY TO GIVE UP--!
I'LL KEEP WITH IT FIFTEEN MORE MINUTES--THEN I'M HEADING BACK TO THE HOSPITAL.
IF SOMETHING DOESN'T HAPPEN SOON: I'M THROUGH.
ACTUALLY, SOMETHING DOES INDEED "HAPPEN SOON"--
--BUT IT DOESN'T HAPPEN HERE, IT HAPPENS IN THE PAGES OF MARVEL TEAM-UP #33, STILL ON SALE.
THROUGH THE AEGIS OF THE FAMED MARVEL TIME PARADOX, WE'LL RETURN TO OUR HERO AFTER THE EVENTS PORTRAYED IN THAT ISSUE --TO FIND HIM EXHAUSTED, AND NO CLOSER TO LOCATING THE SCORPION THAN BEFORE --HE THINKS:
I COULD KICK MYSELF. NIGHTHAWK OFFERS ME A CHANCE AT AN HONEST FRIENDSHIP--
--AND I THROW IT BACK IN HIS FACE!*
IT MAKES ME WONDER IF I LIKE BEING DISLIKED--AND THAT'S A CAN OF PEAS I'D RATHER NOT OPEN!
WITH MY LUCK, I'LL DECIDE-- HUH?
MY SPIDER-SENSE-- TINGLING! WHAT--?
*CONFUSED? WE TOLD YOU TIME HAS PASSED. CHECK OUT MARVEL TEAM-UP #33, IF YOU'RE CURIOUS. --LEN.


NOT "WHAT", YOU WALL-CRAWLING HAS-BEEN! WHO!
THE SCORPION!
KRO-M!
THOUGHT WE'D NEVER GET TO IT, HUH, LONG-SUFFERING ONES? WELL, DON'T LOOK NOW--BUT IT'S ACTION TIME!!


YOU THOUGHT YOU COULD HIDE FROM ME FOREVER, DIDN'T YOU?
FWIPP!
AND THAT IF I FOUND YOU--YOUR WEBBING WOULD PROTECT YOU!
BUT YOU WERE WRONG, SPIDER-MAN!
I CAN HEAR YOU BREATHING BEHIND YOUR MASK --AND THAT'S ALL I NEED, CREEP!
I'VE GOT YOU NOW!
KRAK!
YOU'VE GOT ME? AREN'T YOU REVERSING THINGS, SCORPION?
WHILE YOU'RE BUSY PRYING OFF MY WEBBING--
--I'VE GOT YOU!
NO!
I SPENT ALL DAY HUNTING FOR YOU--
--JUST AS I SPENT THE PAST TWO YEARS DREAMING OF MY REVENGE!
TAK!
POW!
IT MIGHT'VE BEEN CAPTAIN AMERICA WHO PUT ME IN JAIL THIS LAST TIME*--
*C.A.#152 --LEN.
--BUT IT WAS YOU WHO FIRST GAVE ME GRIEF--
--AND IT'S YOU I'M GONNA DESTROY!
UHHHH!
CAN'T TAKE MUCH MORE OF THIS--!
I'VE GOT TO DROP HIM-- GET MY HEAD CLEARED--!
WHAM

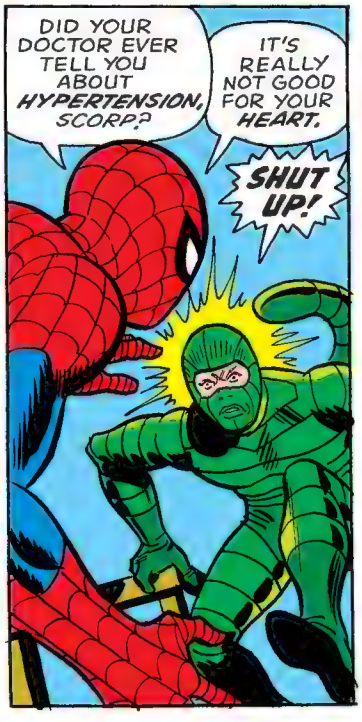
SAY--THAT CEMENT PROCESSING PLANT DOWN THERE: IT'S EXACTLY WHAT I WANT.
IF I TIME THIS PROPERLY--
THWAP!
HAH! RIGHT INTO THAT SAND PILE!
THAT SHOULD SLOW THE SCORPION DOWN A BIT--
--I HOPE.
HEY--WHERE'D HE GO? THERE'S NO SIGN OF HIM ANYWHERE!
WHOOPS! BEHIND ME--! HE MUST HAVE BURROWED THROUGH THE SAND--AND NOW HE'S GOING TO--
SPRASH!
WOP!
OWWW!
MY FIGHT WITH THE METEOR MAN TOOK MORE OUT OF ME THAN I THOUGHT!*
THE SCORPION'S STILL FRESH--UNTIRED--! HE'S MAKING MINCEMEAT OUT OF ME!
*SEE M.T.U. #33. --LEN.
THE IRONIC PART IS: WHILE I WAS LOOKING FOR HIM-- HE WAS LOOKING FOR ME!
WAM!
IF ONLY WE'D FOUND EACH OTHER EARLIER-- URRRFF!

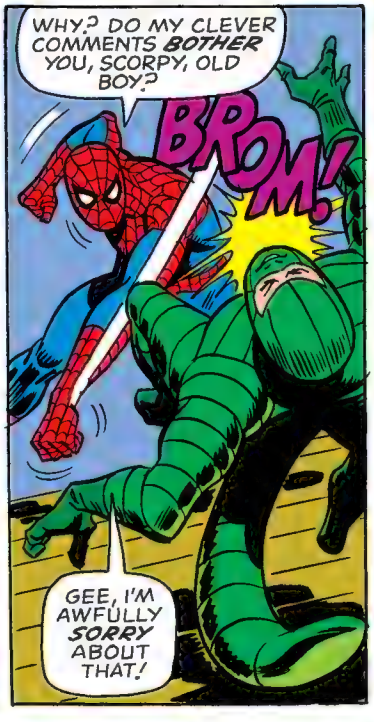

STAND STILL, BLAST YOU!
HOW CAN I SMASH YOU WHEN YOU WON'T STAND STILL?


THAT'S A REAL TOUGH QUESTION, SCORPY, OLD BEAN.

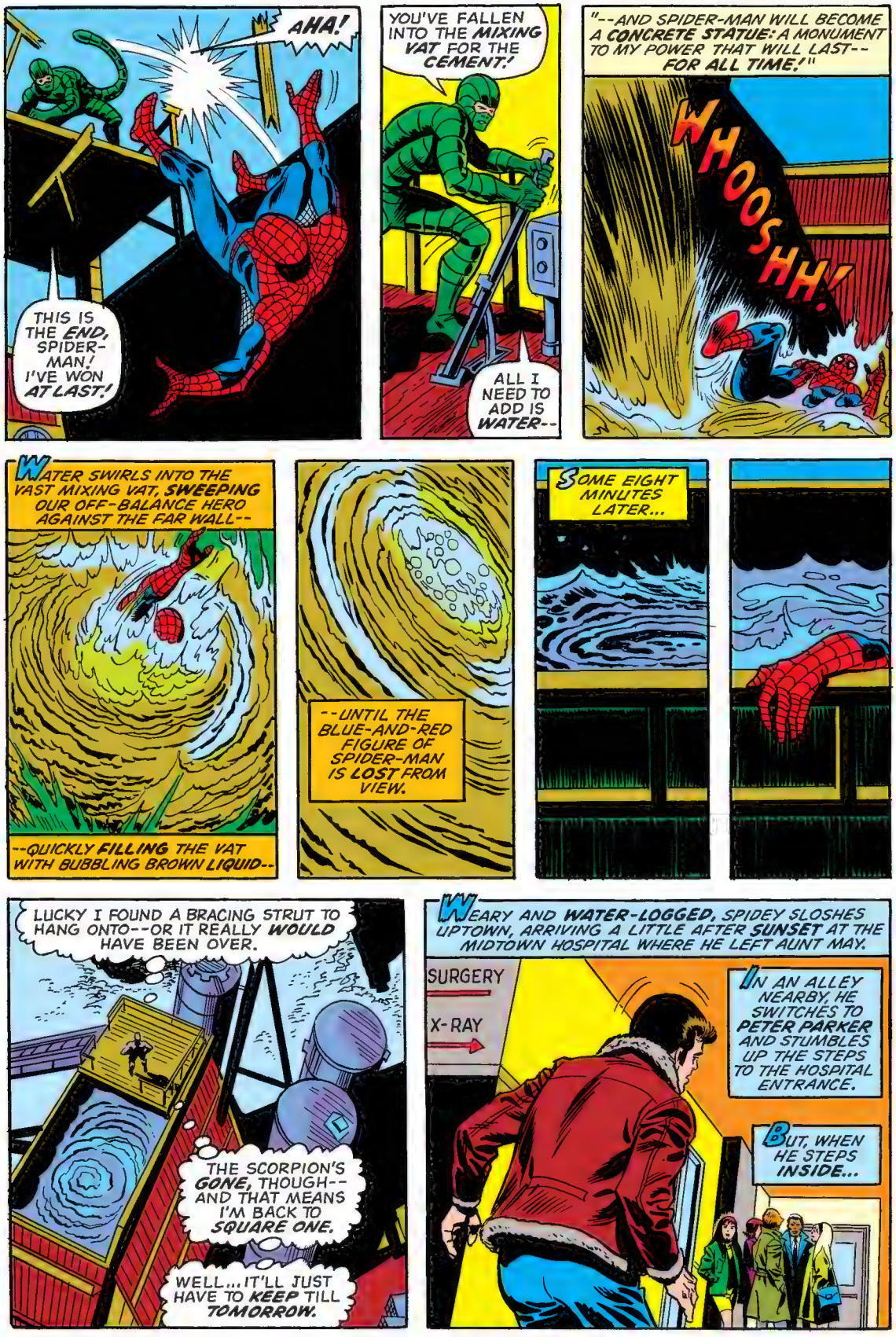
SUPPOSE YOU GIVE ME A COUPLE OF MINUTES TO THINK OUT AN ANSWER-- OKAY?

I WON'T LET YOU MOCK ME, SPIDER-MAN!
I'VE WAITED TOO LONG-- AND I'VE BEEN THROUGH TOO MUCH--TO HAVE YOU LAUGH AT ME, AND LET YOU LIVE!


DID YOUR DOCTOR EVER TELL YOU ABOUT HYPERTENSION, SCORP?
IT'S REALLY NOT GOOD FOR YOUR HEART.
SHUT UP!


WHY? DO MY CLEVER COMMENTS BOTHER YOU, SCORPY, OLD BOY?
BROM!
GEE, I'M AWFULLY SORRY ABOUT THAT!

WISE-MOUTH! YOU'D FORGOTTEN MY STING, HADN'T YOU?
I CAN USE IT LIKE A SPRING-- AND PROPELL MYSELF FORWARD, FASTER THAN YOU CAN MOVE!
THWANG!
GOOD FOR YOU, HANDSOME: BUT CAN IT PLAY THE VIOLIN?
BWAM!
THAT'S THE QUESTION ALL AMERICA IS PANTING TO HAVE ANSWERED!
I WON'T LISTEN, SPIDER-MAN-- I WON'T HEAR YOUR SARCASM! I WON'T HEAR YOUR INSULTS!
I'VE GOT YOU IN MY SCORPION-GRIP--
--AND I'M GOING TO SQUEEZE--
--AND SQUEEZE--
BAP!
--UNTIL I'VE CRUSHED THE LIFE OUT OF YOUR TWISTED LITTLE CORPSE!
SNAP!
THE RAILING-- IT'S BREAKING--!


AHA!
THIS IS THE END, SPIDER-MAN! I'VE WON AT LAST!
YOU'VE FALLEN INTO THE MIXING VAT FOR THE CEMENT!
ALL I NEED TO ADD IS WATER--
"--AND SPIDER-MAN WILL BECOME A CONCRETE STATUE: A MONUMENT TO MY POWER THAT WILL LAST-- FOR ALL TIME!"
WHOOSHH!
WATER SWIRLS INTO THE VAST MIXING VAT, SWEEPING OUR OFF-BALANCE HERO AGAINST THE FAR WALL--
--QUICKLY FILLING THE VAT WITH BUBBLING BROWN LIQUID--
--UNTIL THE BLUE-AND-RED FIGURE OF SPIDER-MAN IS LOST FROM VIEW.
SOME EIGHT MINUTES LATER...
LUCKY I FOUND A BRACING STRUT TO HANG ONTO--OR IT REALLY WOULD HAVE BEEN OVER.
THE SCORPION'S GONE, THOUGH-- AND THAT MEANS I'M BACK TO SQUARE ONE.
WELL... IT'LL JUST HAVE TO KEEP TILL TOMORROW.
WEARY AND WATER-LOGGED, SPIDEY SLOSHES UPTOWN, ARRIVING A LITTLE AFTER SUNSET AT THE MIDTOWN HOSPITAL WHERE HE LEFT AUNT MAY.
SURGERY
X-RAY
IN AN ALLEY NEARBY, HE SWITCHES TO PETER PARKER AND STUMBLES UP THE STEPS TO THE HOSPITAL ENTRANCE.
BUT, WHEN HE STEPS INSIDE...

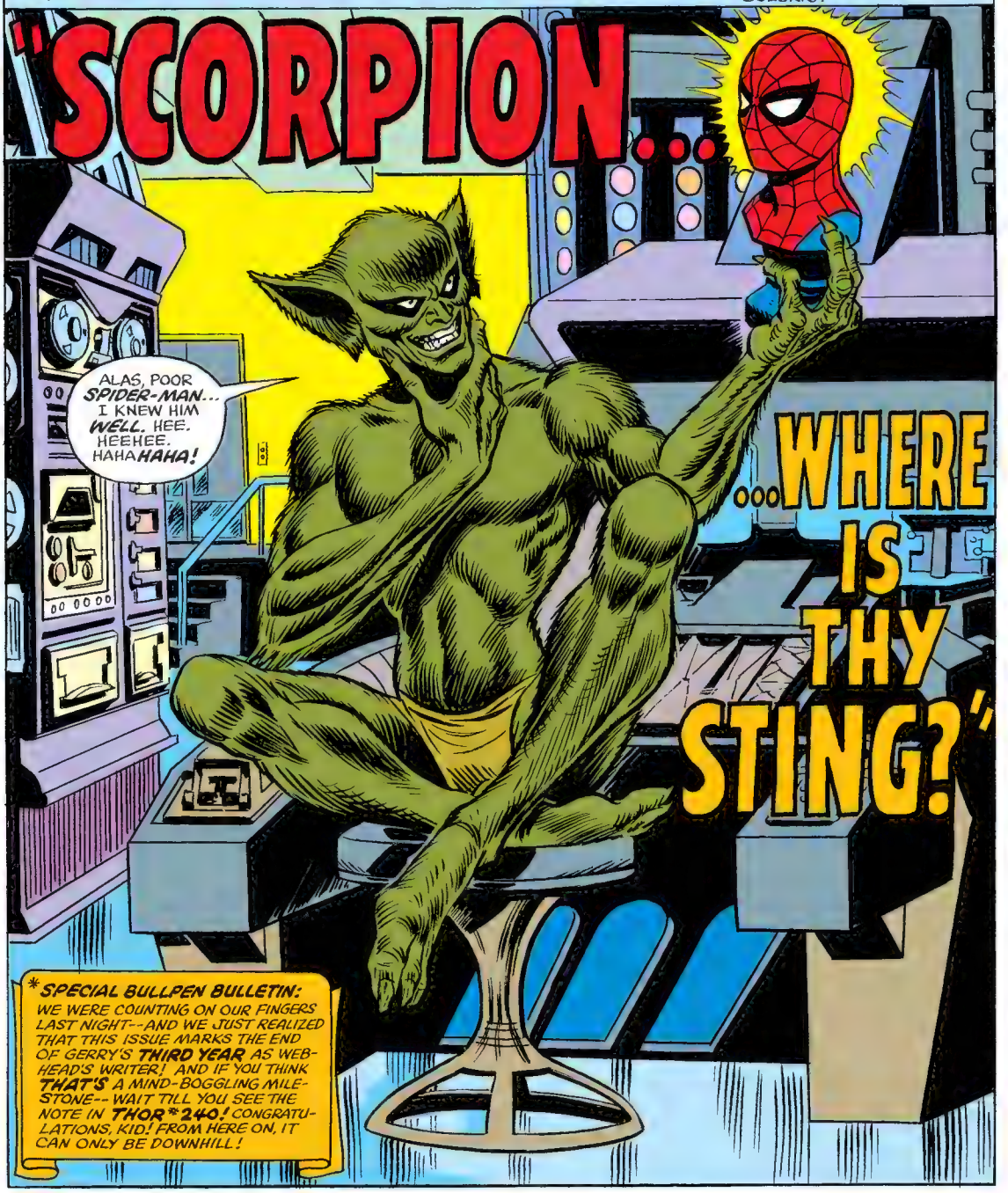
HEY, PETER--THERE YOU ARE. WE'VE BEEN LOOKING FOR YOU ALL DAY, TIGER--!
KEEP OUT OF THIS, MARY JANE.
AS FOR YOU, MISS "GWEN STACY"--I TOLD YOU TO GET OUT OF MY LIFE!
I DON'T KNOW WHAT YOUR GAME IS, BUT I WON'T--
HOLD IT, PARKER. THAT'S JUST ABOUT ENOUGH. CAN'T YOU SEE HOW MUCH YOU'RE UPSETTING HER?
PETER--Y-YOU'RE FRIGHTENING ME--!
UPSETTING HER? NED, WHAT ABOUT WHAT SHE'S DOING TO ME?
PETER, LISTEN TO ME. GWEN ARRIVED AT THE DAILY BUGLE OFFICE EARLY THIS MORNING--HYSTERICAL, FRIGHTENED--IN A PANIC.
NATURALLY, WE REACTED AS YOU DID, THINKING SHE WAS AN IMPOSTER. BUT, PETER--WE CHECKED HER FINGERPRINTS--
--AND GOD HELP US ALL, THE FINGERPRINTS MATCH THE ONES TAKEN AT GWEN'S AUTOPSY!
THIS IS THE REAL GWEN STACY!
AND, PETER, IT DOESN'T STOP THERE. WE CHECKED GWEN'S GRAVE--AND HER BODY HASN'T BEEN TOUCHED.
I DON'T KNOW HOW--OR WHY--BUT THERE ARE TWO GWEN STACYS, IDENTICAL IN EVERY WAY! ONE IS DEAD--
--THE OTHER ONE IS ALIVE.
HELP ME, PETER! I'M SO CONFUSED--AND SO FRIGHTENED! PROMISE YOU'LL HELP ME--OH, PETER--PROMISE--!
AND FOR THE SECOND TIME IN TWO DAYS, PETER PARKER IS TOO STUNNED TO MAKE A SINGLE SOUND.
NEXT:
MORE ON THE MYSTERY OF GWEN STACY; PLUS--ACTION WITH THE SCORPION; PLUS--THE RETURN OF A MASTER VILLAIN; PLUS--MORE SURPRISES THAN EVEN WE KNOW ABOUT! IT'S ALL IN SPIDER-MAN #146--A MODERN-DAY CLASSIC TITLED:
SCORPION, WHERE IS THY STING?

SPIDER-MAN
MARVEL COMICS GROUP
APPROVED BY THE COMICS CODE AUTHORITY
25¢
146
JULY
02457
the AMAZING SPIDER-MAN
SCORPION--YOU CAN'T--!
CAN'T I WEB-HEAD? JUST WATCH ME!
ONE SECOND MORE--AND THE OLD LADY DIES!
WHEN STRIKES THE SCORPION!
ROMITA

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR* * ROSS ANDRU ARTIST * J. ROMITA and the GANG EMBELLISHERS * JOE ROSEN LETTERER DON WARFIELD COLORIST * LEN WEIN EDITOR


"SCORPION...
ALAS, POOR SPIDER-MAN... I KNEW HIM WELL. HEE. HEEHEE. HAHAHAHA!
...WHERE IS THY STING?"
*SPECIAL BULLPEN BULLETIN: WE WERE COUNTING ON OUR FINGERS LAST NIGHT--AND WE JUST REALIZED THAT THIS ISSUE MARKS THE END OF GERRY'S THIRD YEAR AS WEB-HEAD'S WRITER! AND IF YOU THINK THAT'S A MIND-BOGGLING MILE-STONE-- WAIT TILL YOU SEE THE NOTE IN THOR #240! CONGRATU-LATIONS, KID! FROM HERE ON, IT CAN ONLY BE DOWNHILL!

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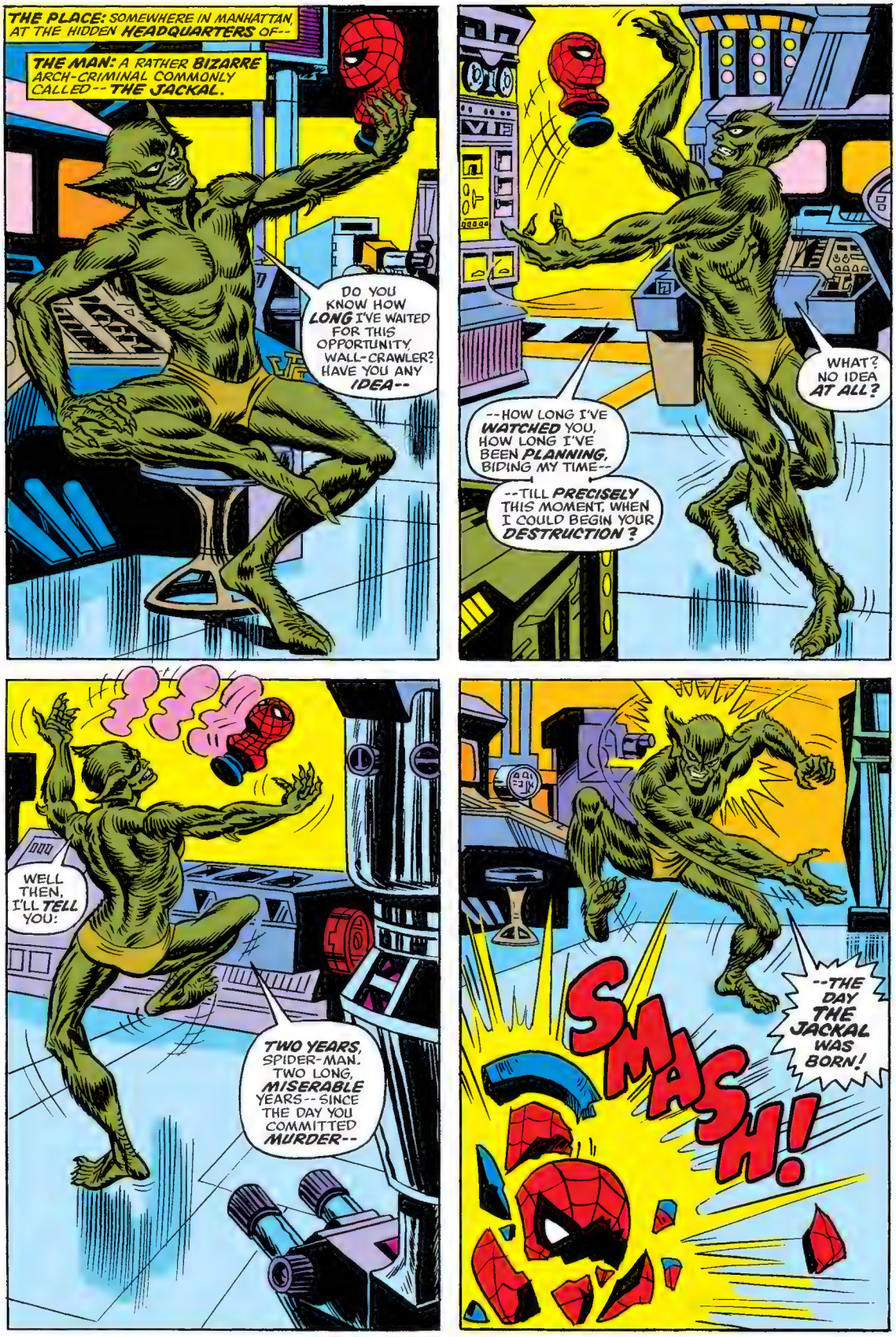
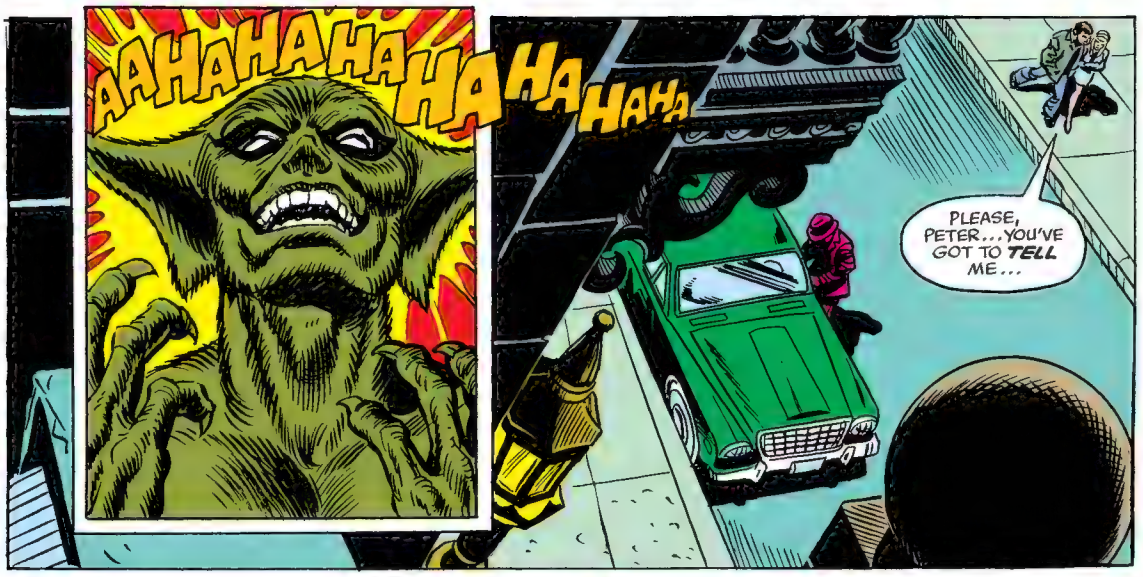
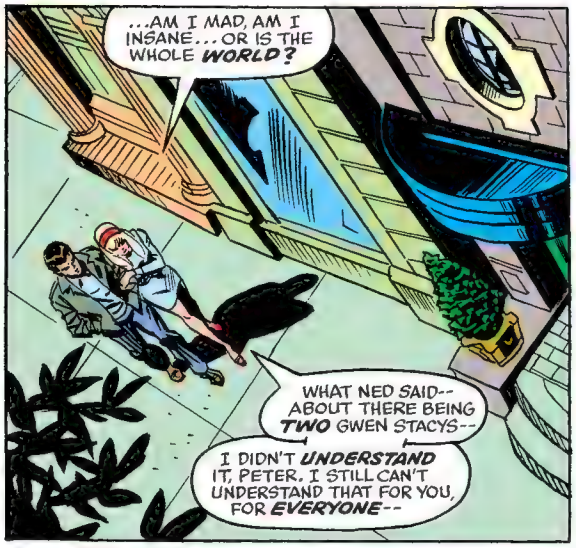
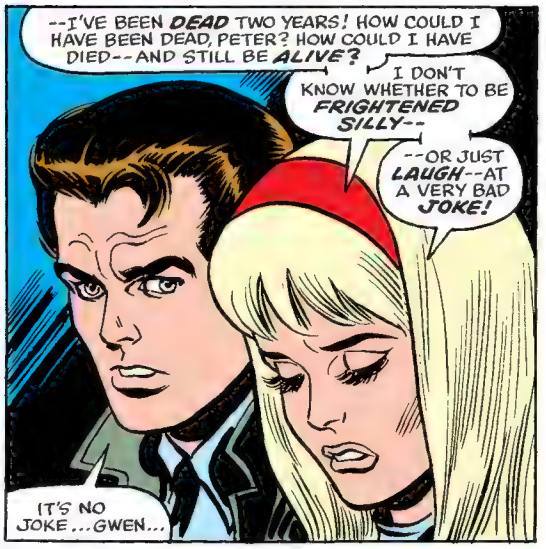
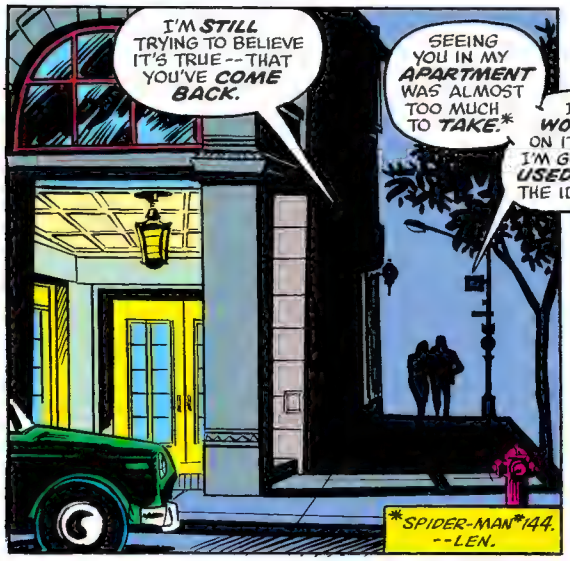
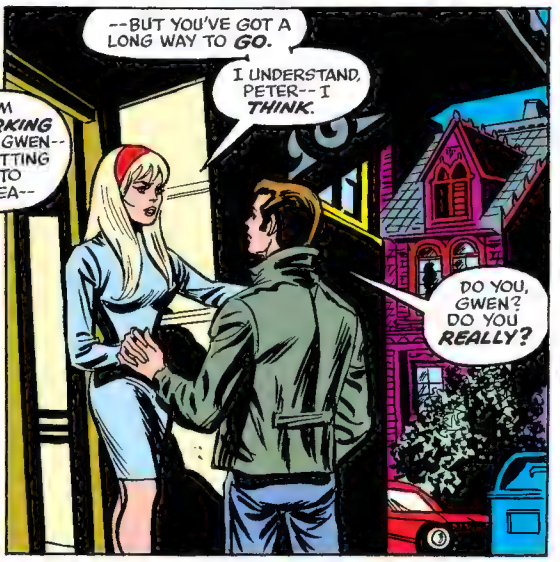

THE PLACE: SOMEWHERE IN MANHATTAN, AT THE HIDDEN HEADQUARTERS OF--
THE MAN: A RATHER BIZARRE ARCH-CRIMINAL COMMONLY CALLED-- THE JACKAL.
DO YOU KNOW HOW LONG I'VE WAITED FOR THIS OPPORTUNITY, WALL-CRAWLER? HAVE YOU ANY IDEA--
WHAT? NO IDEA AT ALL?
--HOW LONG I'VE WATCHED YOU, HOW LONG I'VE BEEN PLANNING, BIDING MY TIME--
--TILL PRECISELY THIS MOMENT, WHEN I COULD BEGIN YOUR DESTRUCTION?
WELL THEN, I'LL TELL YOU:
TWO YEARS, SPIDER-MAN. TWO LONG, MISERABLE YEARS-- SINCE THE DAY YOU COMMITTED MURDER--
SMASH!
--THE DAY THE JACKAL WAS BORN!


AAHAHAHAHAHAHAHA
PLEASE, PETER...YOU'VE GOT TO TELL ME...

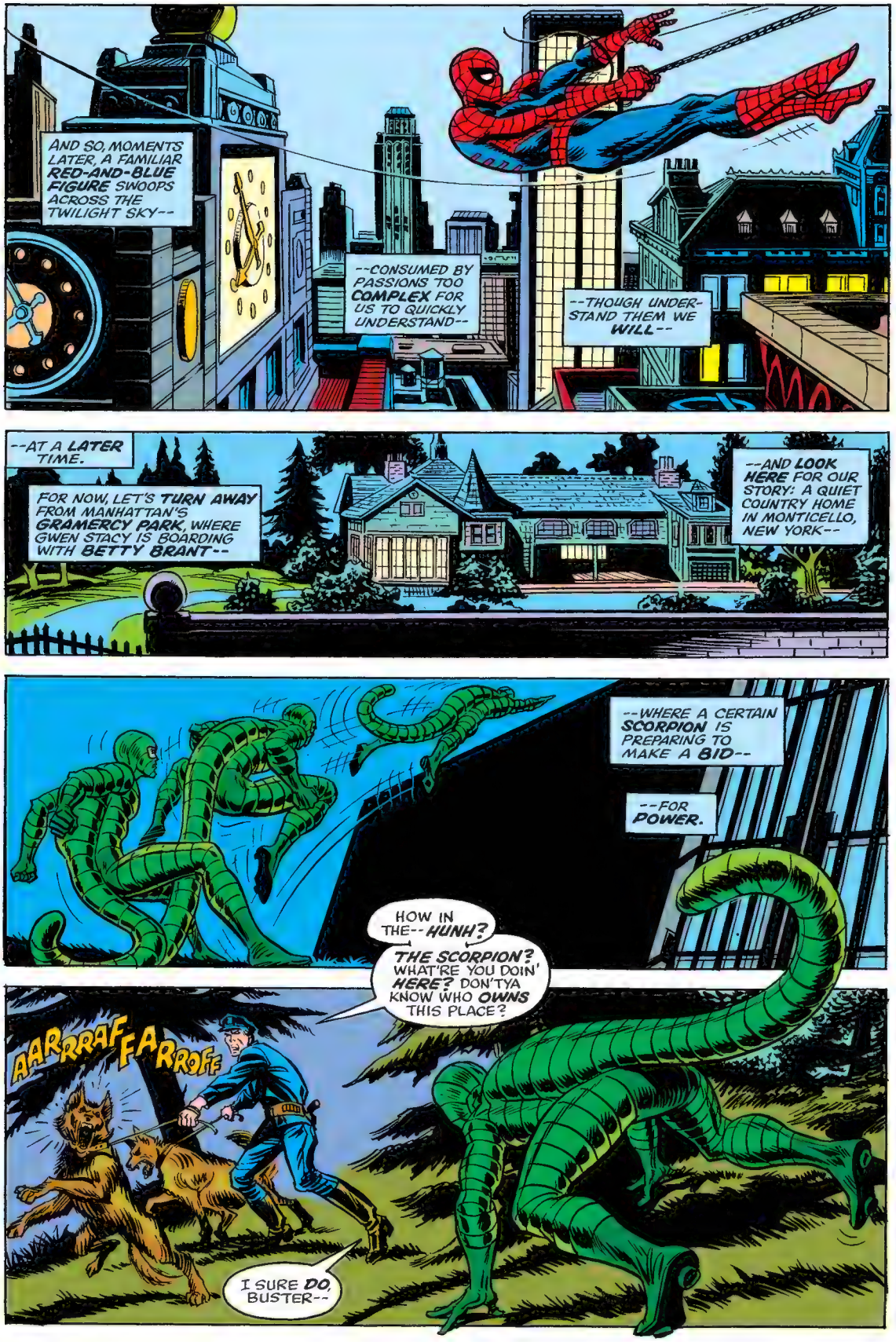

...AM I MAD, AM I INSANE...OR IS THE WHOLE WORLD?
WHAT NED SAID--ABOUT THERE BEING TWO GWEN STACYS--
I DIDN'T UNDERSTAND IT, PETER. I STILL CAN'T UNDERSTAND THAT FOR YOU, FOR EVERYONE--


--I'VE BEEN DEAD TWO YEARS! HOW COULD I HAVE BEEN DEAD, PETER? HOW COULD I HAVE DIED--AND STILL BE ALIVE?
I DON'T KNOW WHETHER TO BE FRIGHTENED SILLY--
--OR JUST LAUGH--AT A VERY BAD JOKE!
IT'S NO JOKE...GWEN...


I'M STILL TRYING TO BELIEVE IT'S TRUE--THAT YOU'VE COME BACK.
SEEING YOU IN MY APARTMENT WAS ALMOST TOO MUCH TO TAKE.*
I'M WORKING ON IT, GWEN--I'M GETTING USED TO THE IDEA--
*SPIDER-MAN #144. --LEN.


--BUT YOU'VE GOT A LONG WAY TO GO.
I UNDERSTAND, PETER--I THINK.
DO YOU, GWEN? DO YOU REALLY?

OF COURSE, I UNDERSTAND... I LOVE YOU, DON'T I?
AND YOU--
--LOVE ME?
PETER...YOU DO STILL LOVE ME, DON'T YOU?
GWEN, I--
WHAT DO I SAY TO HER? "SORRY, GWEN-- BUT I'M NOT SO SURE THESE DAYS"?
"THERE'S ANOTHER GIRL, SOMEBODY I'VE GROWN TO CARE ABOUT"?
NUTS.
THIS IS GWEN. THIS IS THE GIRL I'VE ALWAYS LOVED.
SOMEHOW, BY SOME MIRACLE--SHE'S COME BACK TO ME--SHE'S ALIVE--
SO WHY DO I FEEL SO ROTTEN?
SO WHY DO I WANT TO CRAWL UNDER A ROCK AND DIE?
I DON'T KNOW. MAYBE THE WORLD IS CRAZY.
ONE THING IS FOR SURE, THOUGH: I WON'T GET ANY STUDYING DONE TONIGHT--
--NOT WITH ALL THIS ON MY MIND.
JUST ABOUT THE ONLY THING I CAN DO IS SWITCH TO SPIDER-MAN--
--AND DO MY THINKING IN THE SKY.


AND SO, MOMENTS LATER, A FAMILIAR RED-AND-BLUE FIGURE SWOOPS ACROSS THE TWILIGHT SKY--
--CONSUMED BY PASSIONS TOO COMPLEX FOR US TO QUICKLY UNDERSTAND--
--THOUGH UNDERSTAND THEM WE WILL--
--AT A LATER TIME.
FOR NOW, LET'S TURN AWAY FROM MANHATTAN'S GRAMERCY PARK, WHERE GWEN STACY IS BOARDING WITH BETTY BRANT--
--AND LOOK HERE FOR OUR STORY: A QUIET COUNTRY HOME IN MONTICELLO, NEW YORK--
--WHERE A CERTAIN SCORPION IS PREPARING TO MAKE A BID--
--FOR POWER.
HOW IN THE--HUNH?
THE SCORPION? WHAT'RE YOU DOIN' HERE? DON'TYA KNOW WHO OWNS THIS PLACE?
AARRRAF FA RROFF
I SURE DO, BUSTER--

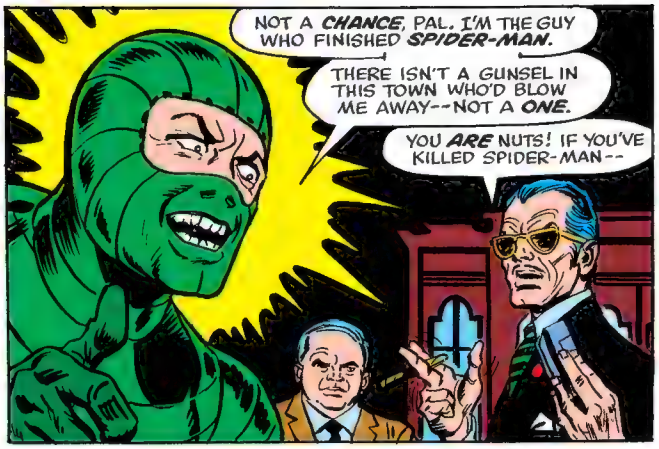
YIIIIIIIII
--THAT'S WHY I'M HERE!
BRUMP!
RRROOUU

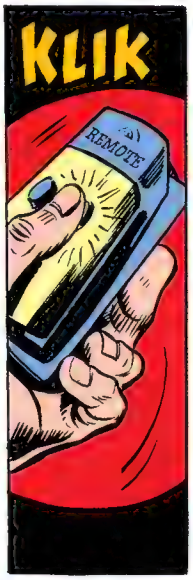
HEY, MARTY--WHAT'S ALL THE NOISE?
KEEP IT DOWN OR THE BOSS'LL--
URRRNNHH!
TROMP!

YOU'RE ALL A BUNCHA CLOWNS! NO WONDER SANTONIO IS HAVIN' TROUBLE KEEPING HIS GANG TOGETHER--
WITH HELP LIKE YOU--WHO NEEDS THE FBI?
BONK!

TEN SECONDS LATER:
SMASH!
SANTONIO! YOU'RE NOT A GANG-BOSS--
YOU'RE A CHARITY CASE! YOU'RE A HAS-BEEN! YOU'RE WASHED UP--!

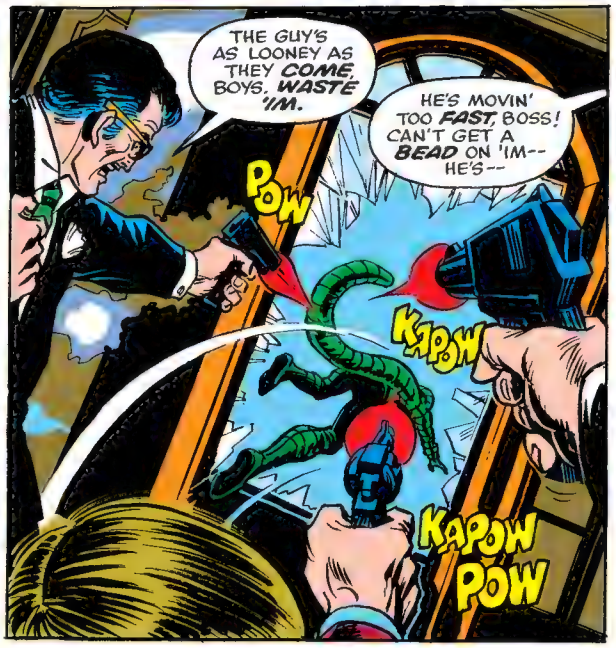
GRABBING YOUR TERRITORY IS GOING TO BE LIKE TAKING CANDY FROM A KID--
YOU-- TAKE OVER MY TERRITORY?
IT'S ALMOST EMBARRASSING --BUT ONLY ALMOST.
WHAT'RE YOU-- CRAZY?
I COULD HAVE YOU KILLED FOR BREATHING WRONG.

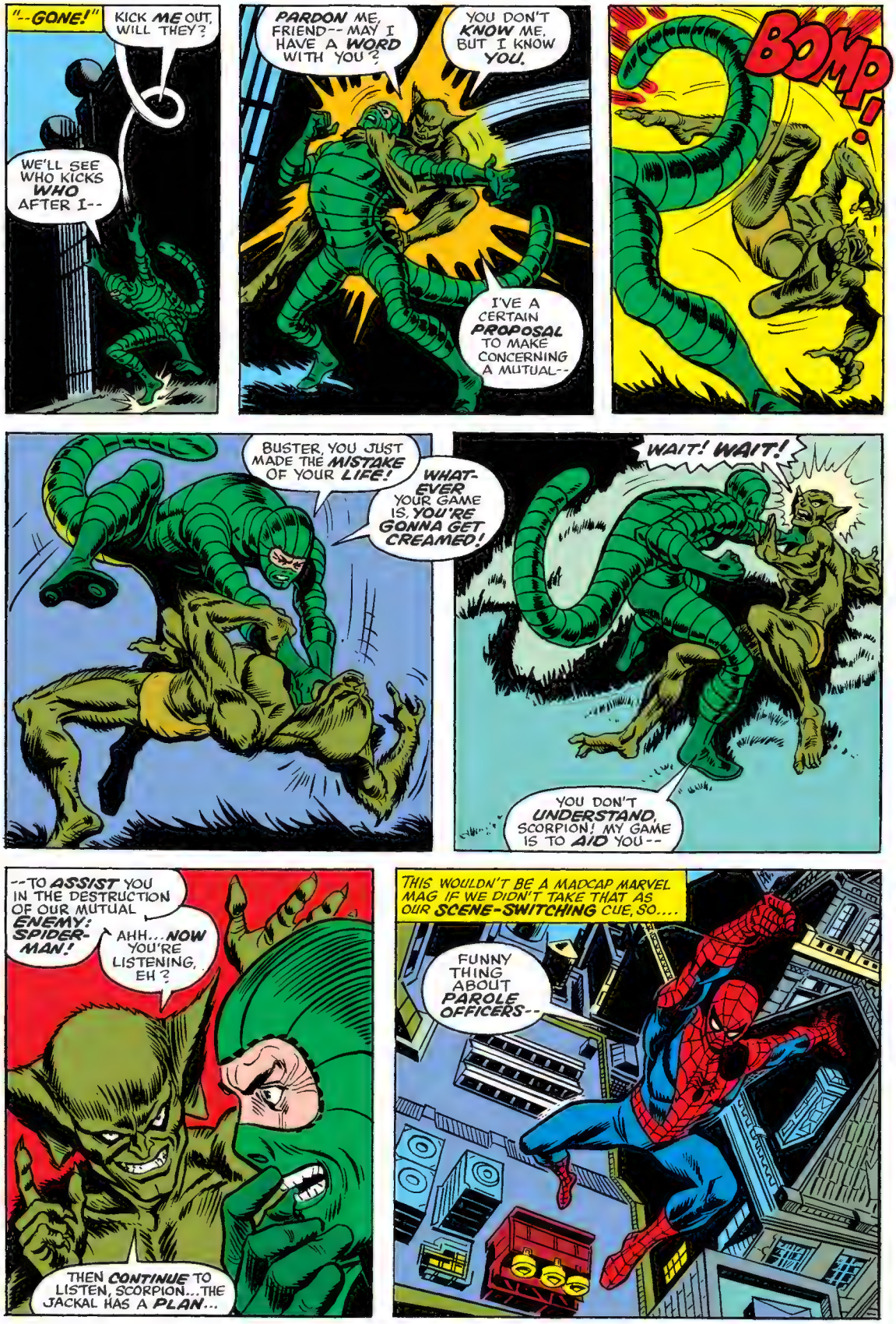

NOT A CHANCE, PAL. I'M THE GUY WHO FINISHED SPIDER-MAN.
THERE ISN'T A GUNSEL IN THIS TOWN WHO'D BLOW ME AWAY--NOT A ONE.
YOU ARE NUTS! IF YOU'VE KILLED SPIDER-MAN--


KLIK
REMOTE

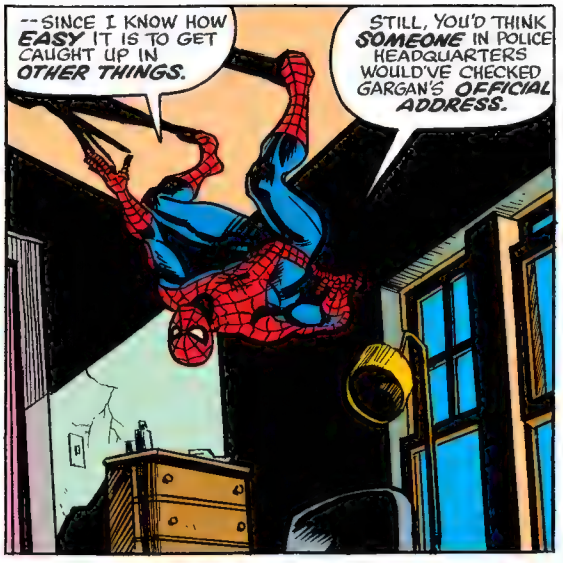
"--WHAT'S HE DOING ON THE SIX O'CLOCK NEWS?"
NO! HE'S DEAD --I DID IT WITH MY OWN HANDS!* HE CAN'T BE ALIVE-- BUT EVEN IF HE IS--
* OR SO SCORPY THINKS, SINCE THE END OF LAST ISSUE. -- LEN.

--I'LL KILL HIM AGAIN!
BOMK!

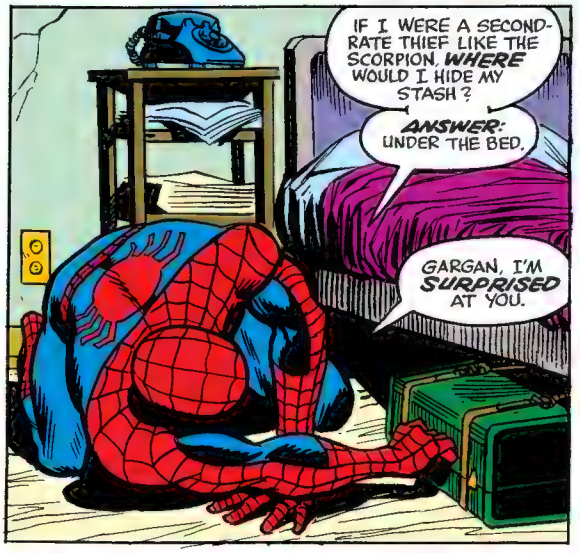

THE GUY'S AS LOONEY AS THEY COME, BOYS, WASTE 'IM.
HE'S MOVIN' TOO FAST, BOSS! CAN'T GET A BEAD ON 'IM-- HE'S--
POW
KAPOW
KAPOW POW


"--GONE!"
KICK ME OUT, WILL THEY?
WE'LL SEE WHO KICKS WHO AFTER I--
PARDON ME, FRIEND-- MAY I HAVE A WORD WITH YOU?
YOU DON'T KNOW ME, BUT I KNOW YOU.
I'VE A CERTAIN PROPOSAL TO MAKE CONCERNING A MUTUAL--
BOMP!
BUSTER, YOU JUST MADE THE MISTAKE OF YOUR LIFE!
WHATEVER YOUR GAME IS, YOU'RE GONNA GET CREAMED!
WAIT! WAIT!
YOU DON'T UNDERSTAND, SCORPION! MY GAME IS TO AID YOU--
--TO ASSIST YOU IN THE DESTRUCTION OF OUR MUTUAL ENEMY: SPIDER-MAN!
AHH... NOW YOU'RE LISTENING, EH?
THEN CONTINUE TO LISTEN, SCORPION... THE JACKAL HAS A PLAN...
THIS WOULDN'T BE A MADCAP MARVEL MAG IF WE DIDN'T TAKE THAT AS OUR SCENE-SWITCHING CUE, SO....
FUNNY THING ABOUT PAROLE OFFICERS--

--SOMETIMES IT TAKES THEM A WHILE TO ADD UP TWO-AND-TWO.
OF COURSE, I SHOULDN'T REALLY BLAME MAC GARGAN'S PAROLE OFFICER FOR NOT REALIZING THE SCORPION WAS BACK TO HIS OLD TRICKS--
HOTEL
COFFEE SHOP

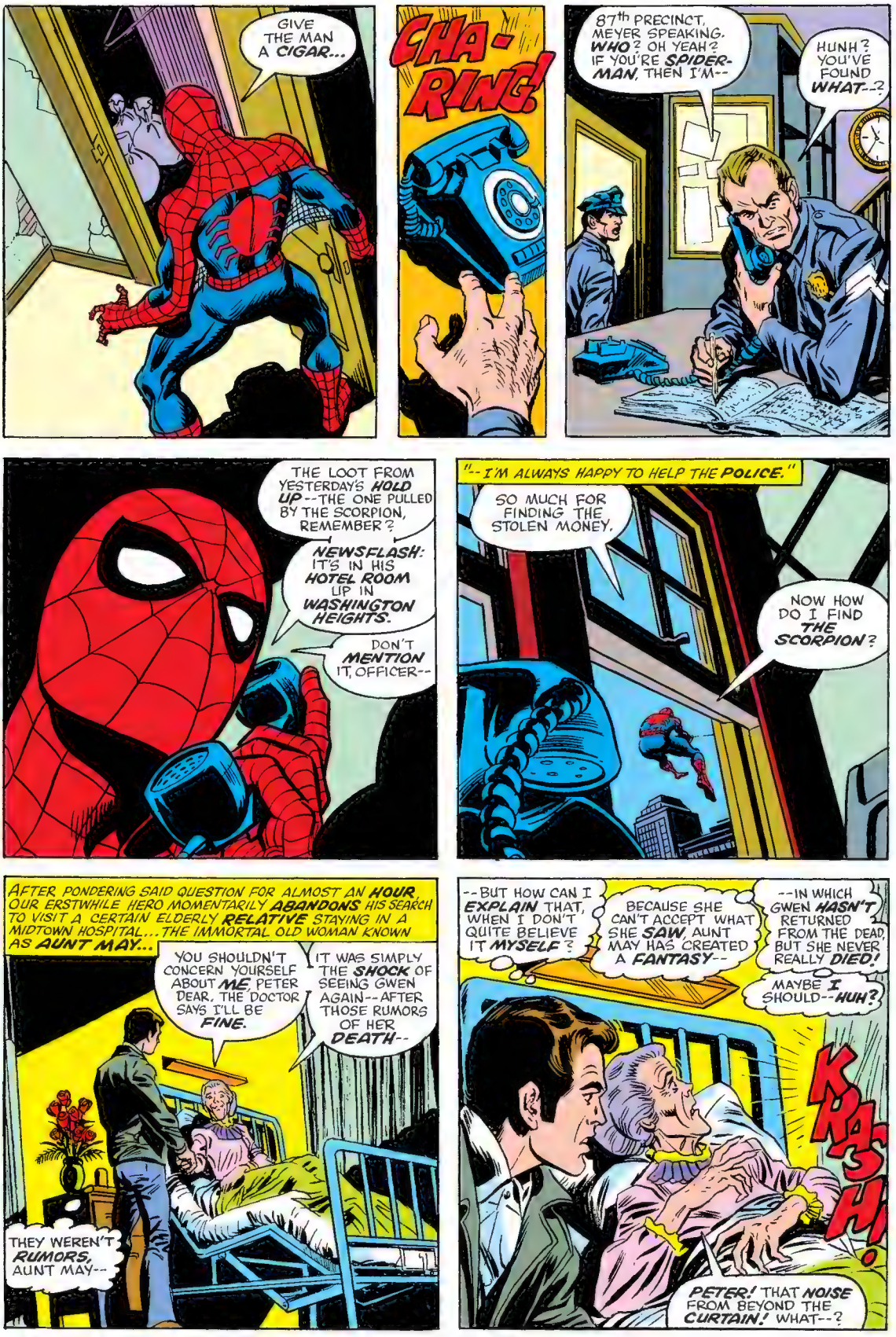

--SINCE I KNOW HOW EASY IT IS TO GET CAUGHT UP IN OTHER THINGS.
STILL, YOU'D THINK SOMEONE IN POLICE HEADQUARTERS WOULD'VE CHECKED GARGAN'S OFFICIAL ADDRESS.

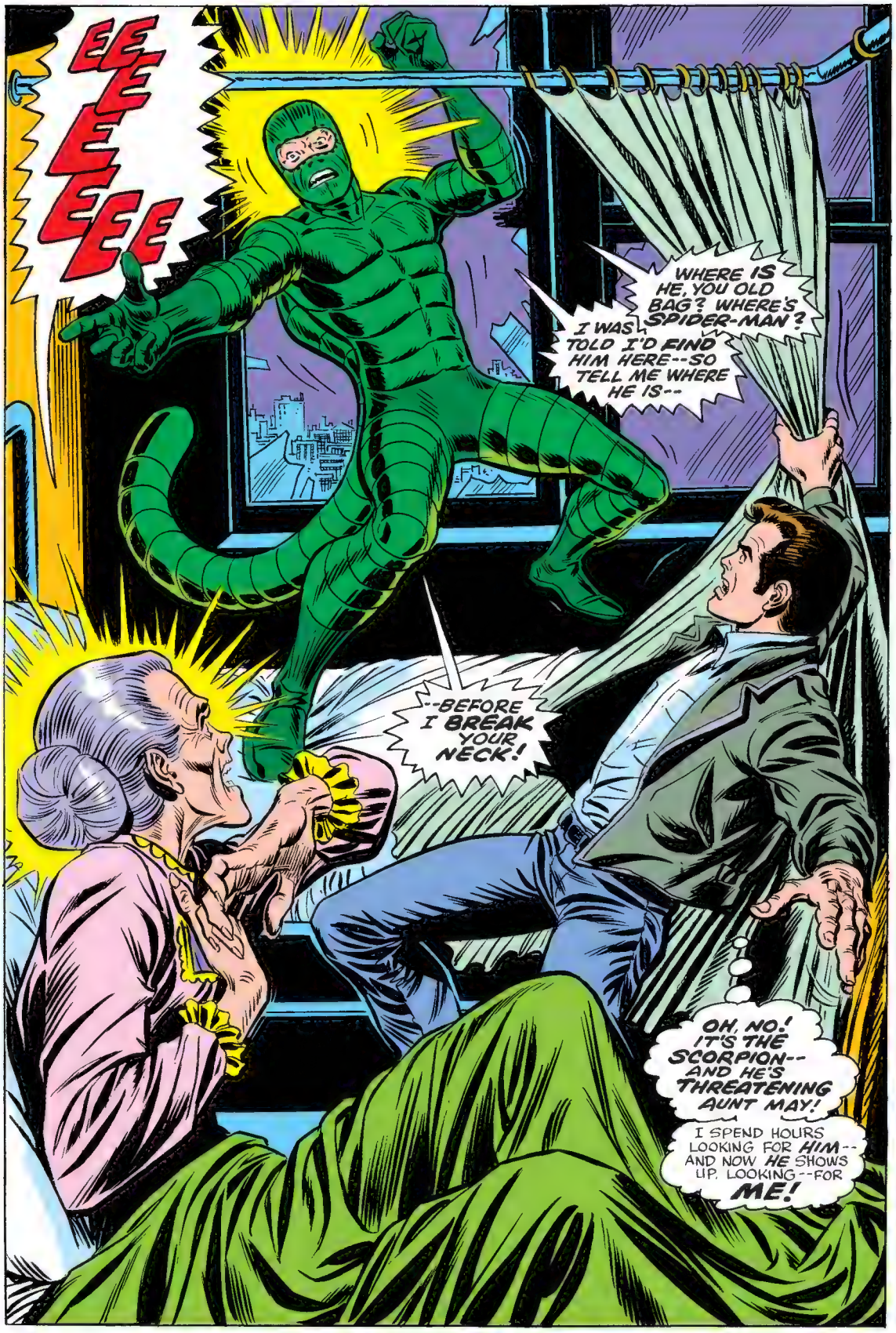
INSTEAD, I HAVE TO BREAK INTO THE PAROLE OFFICE--
--PULL GARGAN'S FILE--
--AND FIND OUT HE'S LIVING HERE, IN A SEEDY UPTOWN HOTEL.
LET'S PUT SOME LIGHT ON THE SUBJECT, SHALL WE?
KLIK


IF I WERE A SECOND-RATE THIEF LIKE THE SCORPION, WHERE WOULD I HIDE MY STASH?
ANSWER: UNDER THE BED.
GARGAN, I'M SURPRISED AT YOU.

NO--THE SURPRISE IS ON ME.
IT'S JUST AN EMPTY SUITCASE. NOTHING IN IT BUT AN OLD WALLET AND SOME TICKETS FOR THE '71 WORLD SERIES.
SO, WHERE ELSE WOULD A SECOND-RATE THIEF--

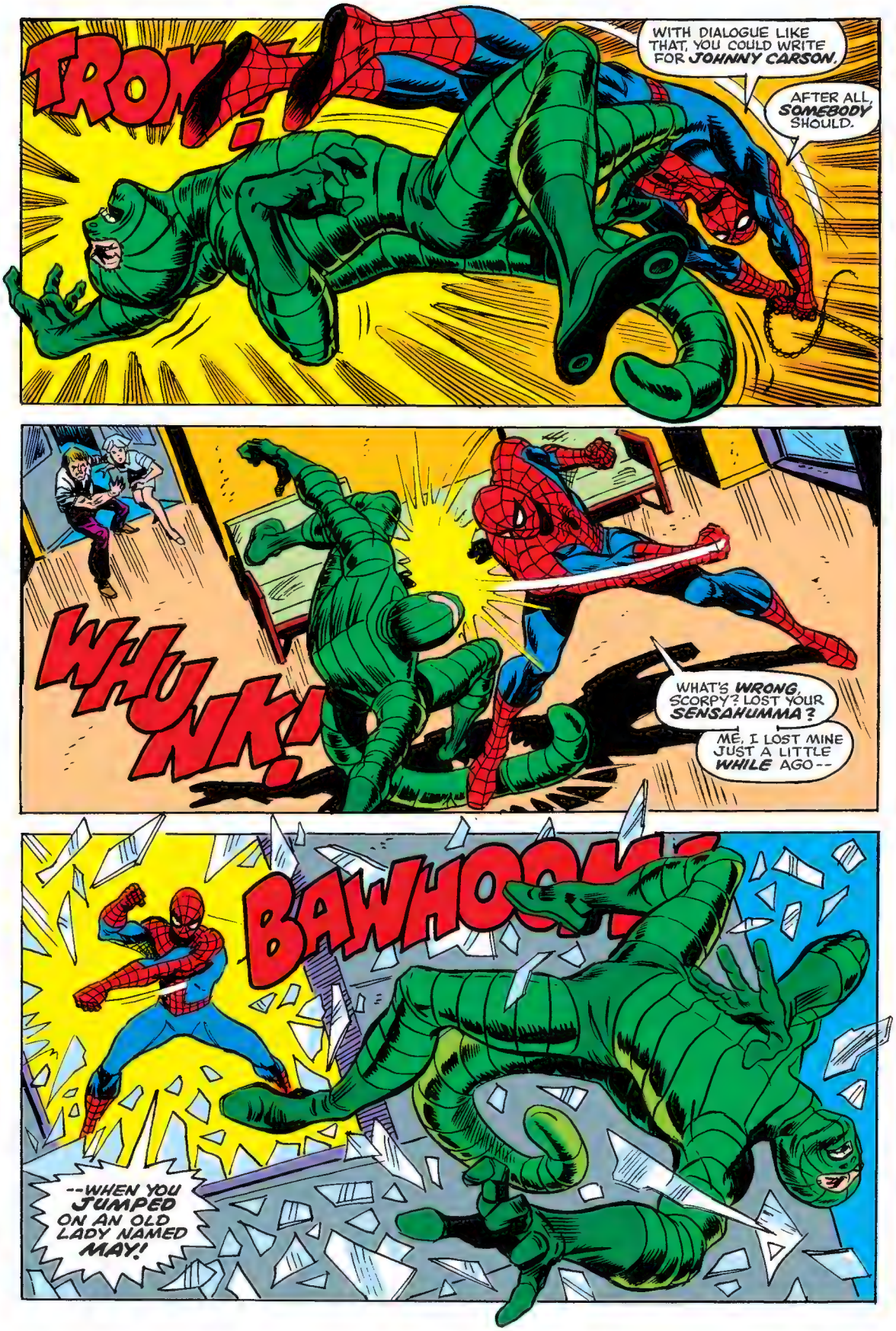
THE CLOSET!
IF I DON'T LUCK OUT ON THIS GUESS, I'D BETTER TURN IN MY SPIDER-SENSE.

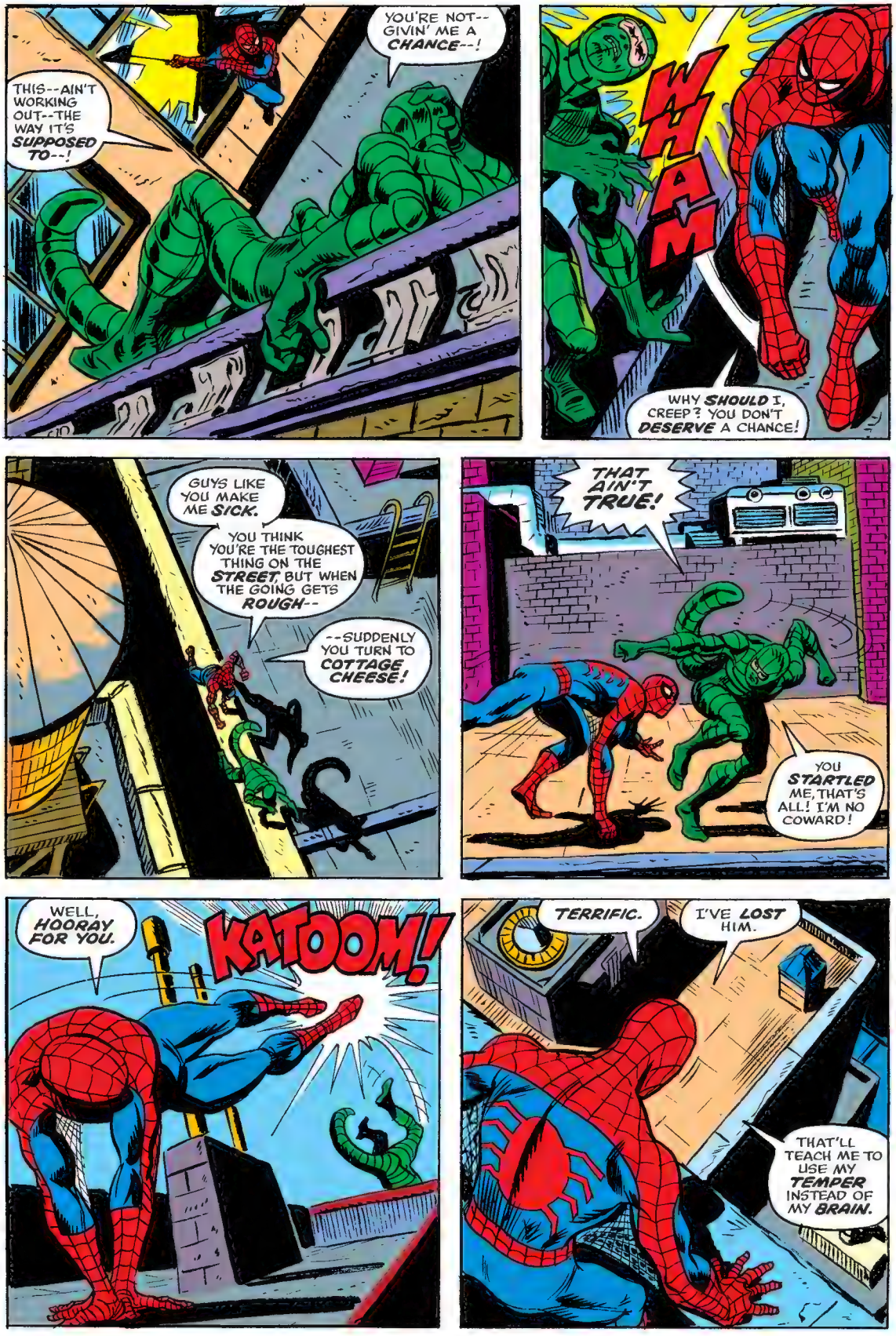

GIVE THE MAN A CIGAR...
CHA-RING!
87th PRECINCT, MEYER SPEAKING. WHO? OH YEAH? IF YOU'RE SPIDER-MAN, THEN I'M--
HUNH? YOU'VE FOUND WHAT--?
THE LOOT FROM YESTERDAY'S HOLD UP--THE ONE PULLED BY THE SCORPION, REMEMBER?
NEWSFLASH: IT'S IN HIS HOTEL ROOM UP IN WASHINGTON HEIGHTS.
DON'T MENTION IT, OFFICER--
"--I'M ALWAYS HAPPY TO HELP THE POLICE."
SO MUCH FOR FINDING THE STOLEN MONEY.
NOW HOW DO I FIND THE SCORPION?
AFTER PONDERING SAID QUESTION FOR ALMOST AN HOUR OUR ERSTWHILE HERO MOMENTARILY ABANDONS HIS SEARCH TO VISIT A CERTAIN ELDERLY RELATIVE STAYING IN A MIDTOWN HOSPITAL... THE IMMORTAL OLD WOMAN KNOWN AS AUNT MAY...
YOU SHOULDN'T CONCERN YOURSELF ABOUT ME, PETER DEAR. THE DOCTOR SAYS I'LL BE FINE.
IT WAS SIMPLY THE SHOCK OF SEEING GWEN AGAIN--AFTER THOSE RUMORS OF HER DEATH--
THEY WEREN'T RUMORS, AUNT MAY--
--BUT HOW CAN I EXPLAIN THAT, WHEN I DON'T QUITE BELIEVE IT MYSELF?
BECAUSE SHE CAN'T ACCEPT WHAT SHE SAW, AUNT MAY HAS CREATED A FANTASY--
--IN WHICH GWEN HASN'T RETURNED FROM THE DEAD, BUT SHE NEVER REALLY DIED!
MAYBE I SHOULD--HUH?
KRASH!
PETER! THAT NOISE FROM BEYOND THE CURTAIN! WHAT--?

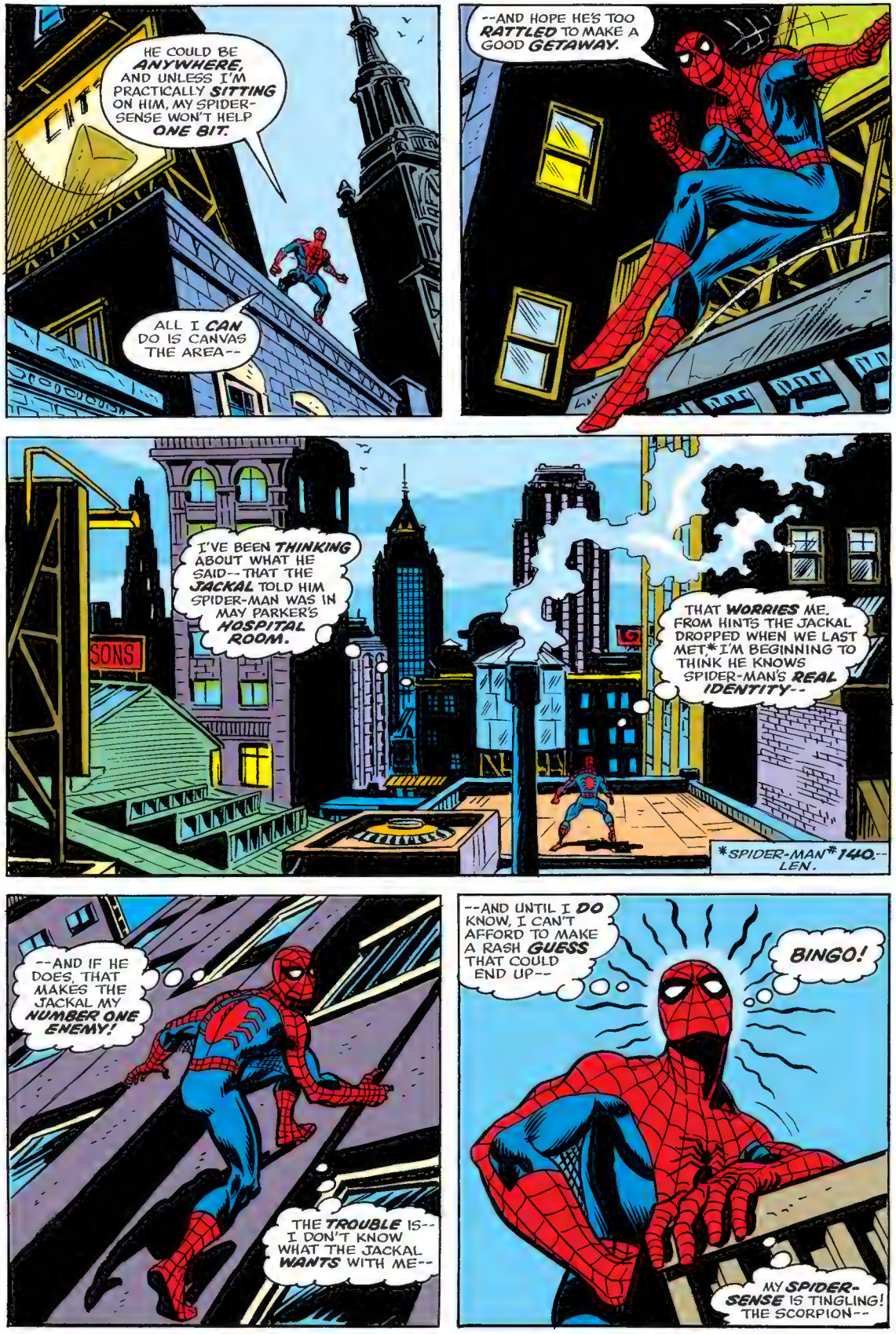

EEEEEEE
WHERE IS HE, YOU OLD BAG? WHERE'S SPIDER-MAN?
I WAS TOLD I'D FIND HIM HERE--SO TELL ME WHERE HE IS--
--BEFORE I BREAK YOUR NECK!
OH, NO! IT'S THE SCORPION--AND HE'S THREATENING AUNT MAY!
I SPEND HOURS LOOKING FOR HIM--AND NOW HE SHOWS UP, LOOKING--FOR ME!

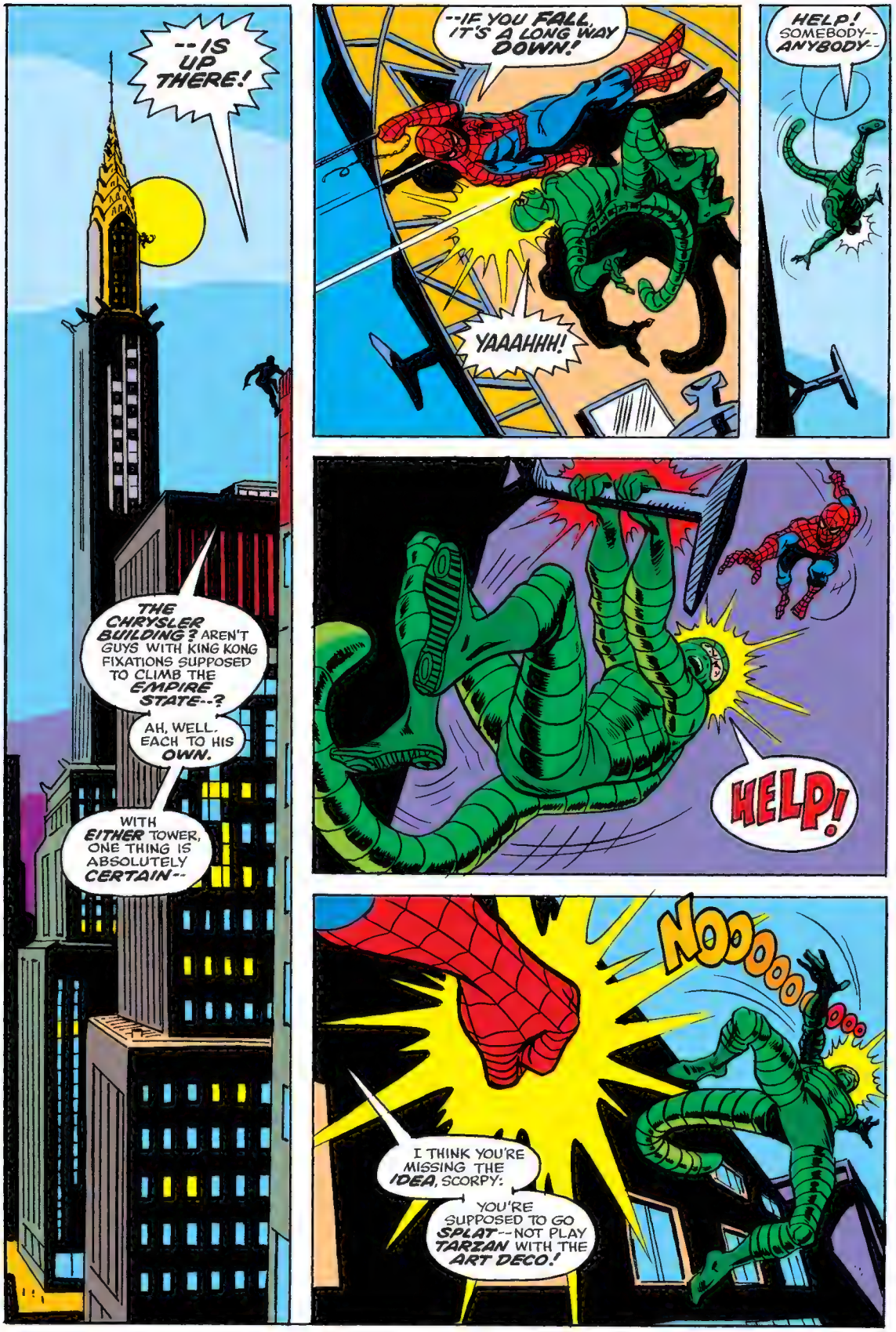
BACK OFF, SCORPION, BEFORE I--
UNNNHHH!
WAP!
SHADDUP, KID-- YOU BOTHER ME!
OKAY, SWEETHEART: GIVE!
EITHER YOU TELL ME WHERE I FIND SPIDER-MAN OR I'LL MAKE YOU A BRAND NEW SET OF DENTURES--THE HARD WAY!
PLEASE, I-- I DON'T KNOW-- OH, DEAR-- OH, GOODNESS--!
SHADDUP AND TALK, YA OLD FOOL.
YOU'VE GOT FIVE SECONDS BEFORE I--
BLAST! SHE'S FAINTED!
WHAT'LL I-- EH?
BONK!
STUPID PUNK.
MUST THINK HE'S A HERO OR SOMETHIN'.
ALL RIGHT, SO THIS AIN'T WORKING THE WAY THE JACKAL SAID IT WOULD.
SO I'LL MAKE IT WORK-- IF I HAVE TO TAKE THIS PLACE APART WITH MY BARE HANDS!
ACCORDIN' TO THE JACKAL, SPIDER-MAN WAS SUPPOSED TO BE IN THAT OLD HAG'S ROOM. IF HE AIN'T THERE, HE'S SOMEWHERE ELSE--

--MAYBE IN ONE'A THE PRIVATE ROOMS DOWN HERE.
183
HUH?
CRUMMY CHEAP DOORKNOB!
CROMP!
RRIPP
SO--OKAY, HE AIN'T IN THIS ROOM EITHER.
SO--OKAY, I'VE GOTTA KEEP LOOKIN'--
--BUT I'LL FIND HIM--
--AND WHEN I DO--
--IT AIN'T GONNA BE A PRETTY SIGHT.
CRAKK
FIFTEEN DOORS AND SEVERAL STARTLED PATIENTS LATER:
IF ALL THIS IS SOME SORTA GAG, THAT JACKAL BUM IS GONNA NEED A NEW SKULL.
NOBODY SENDS THE SCORPION ON A WILD GOOSE CHASE.
WHEN I GET MY HANDS ON THAT RUNT, I'LL--YOU!
NOW THAT'S AN ORIGINAL LINE.

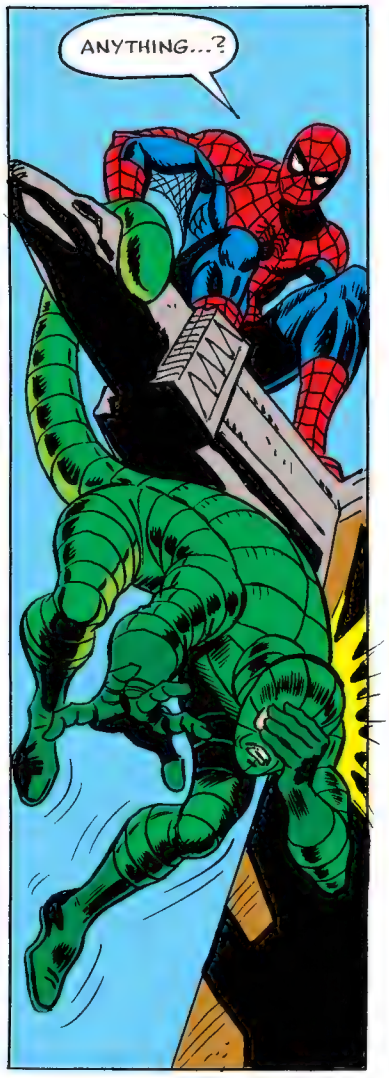

TRON!
WITH DIALOGUE LIKE THAT, YOU COULD WRITE FOR JOHNNY CARSON.
AFTER ALL, SOMEBODY SHOULD.
WHUNK!
WHAT'S WRONG, SCORPY? LOST YOUR SENSAHUMMA?
ME, I LOST MINE JUST A LITTLE WHILE AGO--
BAWHOOM!
--WHEN YOU JUMPED ON AN OLD LADY NAMED MAY!

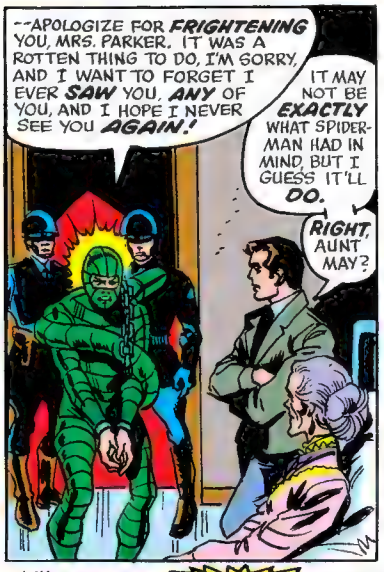

THIS--AIN'T WORKING OUT--THE WAY IT'S SUPPOSED TO--!
YOU'RE NOT--GIVIN' ME A CHANCE--!
WHAM
WHY SHOULD I, CREEP? YOU DON'T DESERVE A CHANCE!
GUYS LIKE YOU MAKE ME SICK.
YOU THINK YOU'RE THE TOUGHEST THING ON THE STREET, BUT WHEN THE GOING GETS ROUGH--
--SUDDENLY YOU TURN TO COTTAGE CHEESE!
THAT AIN'T TRUE!
YOU STARTLED ME, THAT'S ALL! I'M NO COWARD!
WELL, HOORAY FOR YOU.
KATOOM!
TERRIFIC.
I'VE LOST HIM.
THAT'LL TEACH ME TO USE MY TEMPER INSTEAD OF MY BRAIN.


HE COULD BE ANYWHERE, AND UNLESS I'M PRACTICALLY SITTING ON HIM, MY SPIDER-SENSE WON'T HELP ONE BIT.
ALL I CAN DO IS CANVAS THE AREA--
--AND HOPE HE'S TOO RATTLED TO MAKE A GOOD GETAWAY.
I'VE BEEN THINKING ABOUT WHAT HE SAID--THAT THE JACKAL TOLD HIM SPIDER-MAN WAS IN MAY PARKER'S HOSPITAL ROOM.
THAT WORRIES ME. FROM HINTS THE JACKAL DROPPED WHEN WE LAST MET* I'M BEGINNING TO THINK HE KNOWS SPIDER-MAN'S REAL IDENTITY--
SPIDER-MAN 140.-- LEN.
--AND IF HE DOES, THAT MAKES THE JACKAL MY NUMBER ONE ENEMY!
THE TROUBLE IS-- I DON'T KNOW WHAT THE JACKAL WANTS WITH ME--
--AND UNTIL I DO KNOW, I CAN'T AFFORD TO MAKE A RASH GUESS THAT COULD END UP--
BINGO!
MY SPIDER-SENSE IS TINGLING! THE SCORPION--

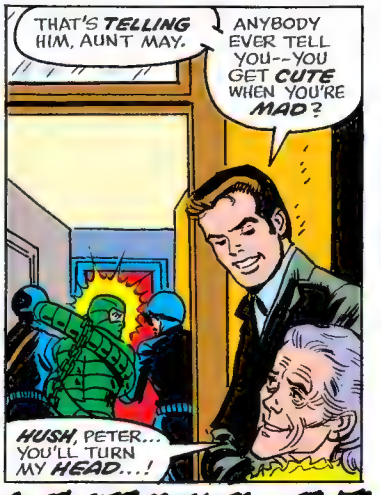

--IS UP THERE!
THE CHRYSLER BUILDING? AREN'T GUYS WITH KING KONG FIXATIONS SUPPOSED TO CLIMB THE EMPIRE STATE--?
AH, WELL, EACH TO HIS OWN.
WITH EITHER TOWER, ONE THING IS ABSOLUTELY CERTAIN--
--IF YOU FALL, IT'S A LONG WAY DOWN!
YAAAHHH!
HELP! SOMEBODY-- ANYBODY--
HELP!
I THINK YOU'RE MISSING THE IDEA, SCORPY:
YOU'RE SUPPOSED TO GO SPLAT--NOT PLAY TARZAN WITH THE ART DECO!
NOOOOOOOOOO

GOOD THING I SAW THAT STATUE IN THE SCORPION'S PATH--OTHERWISE THIS PLOY WOULDN'T WORK.
I'VE GOT HIM CONVINCED I'M A TOTAL MANIAC--!
HE'LL DO ANYTHING I ASK--JUST TO CALM ME DOWN!
PLEASE --DON'T HIT ME AGAIN--




--APOLOGIZE FOR FRIGHTENING YOU, MRS. PARKER. IT WAS A ROTTEN THING TO DO, I'M SORRY, AND I WANT TO FORGET I EVER SAW YOU, ANY OF YOU, AND I HOPE I NEVER SEE YOU AGAIN!
IT MAY NOT BE EXACTLY WHAT SPIDER-MAN HAD IN MIND, BUT I GUESS IT'LL DO.
RIGHT, AUNT MAY?

ONE MOMENT, PETER. I'VE SOMETHING TO SAY TO THIS GENTLEMAN.
YOU SHOULD BE ASHAMED OF YOURSELF, YOUNG MAN. I HAVEN'T A VERY HIGH OPINION OF SPIDER-MAN ...BUT AT LEAST HE HAS MANNERS.
WHY, YOU OLD--
WATCH YOUR TONGUE, OR I'LL SLAP YOUR FACE!



WHO SEZ A MARVEL MAG CAN'T END CHEERFUL? NOT US, EFFENDI. NOT US!

NEXT ISSUE:

MORE MISCHIEF WITH THE MYSTERIOUS JACKAL; PLUS--THE POWER OF--

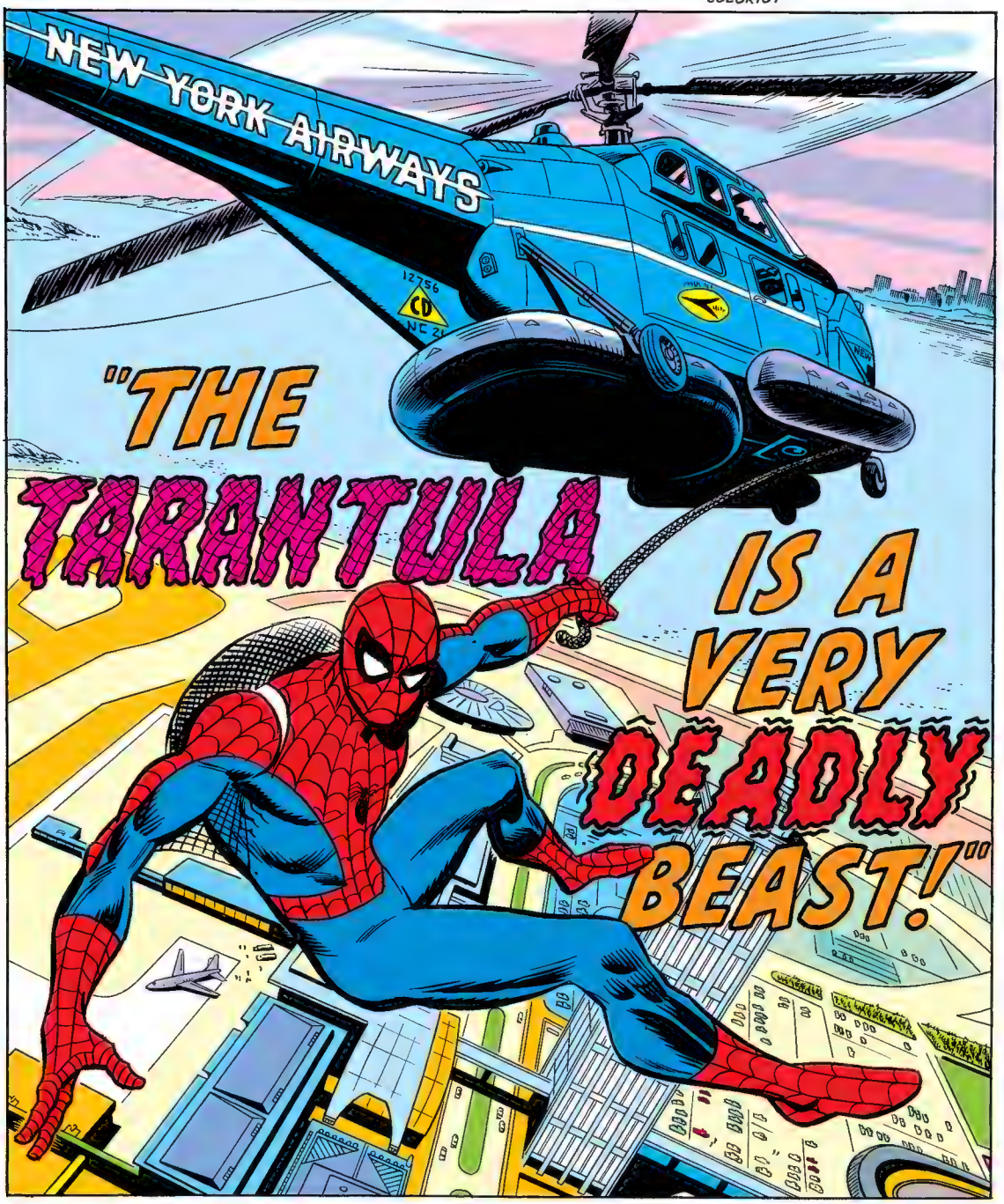
TARANTULA!

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
147
AUG
02457
the AMAZING SPIDER-MAN®
TM
I'M BACK, SPIDER-MAN-- DEADLIER THAN EVER-- AND THIS TIME--
THE TARANTULA TAKES THE GAME!
THERE'S NO TIME TO DODGE THOSE RAZOR SHARP SPIKES-- I'VE HAD IT!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...a SPIDER-MAN!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY * ROSS ANDRU * M. ESPOSITO & D. HUNT * JOE ROSEN LETTERER STAN G. COLORIST * LEN WEIN
AUTHOR ARTIST EMBELLISHERS EDITOR



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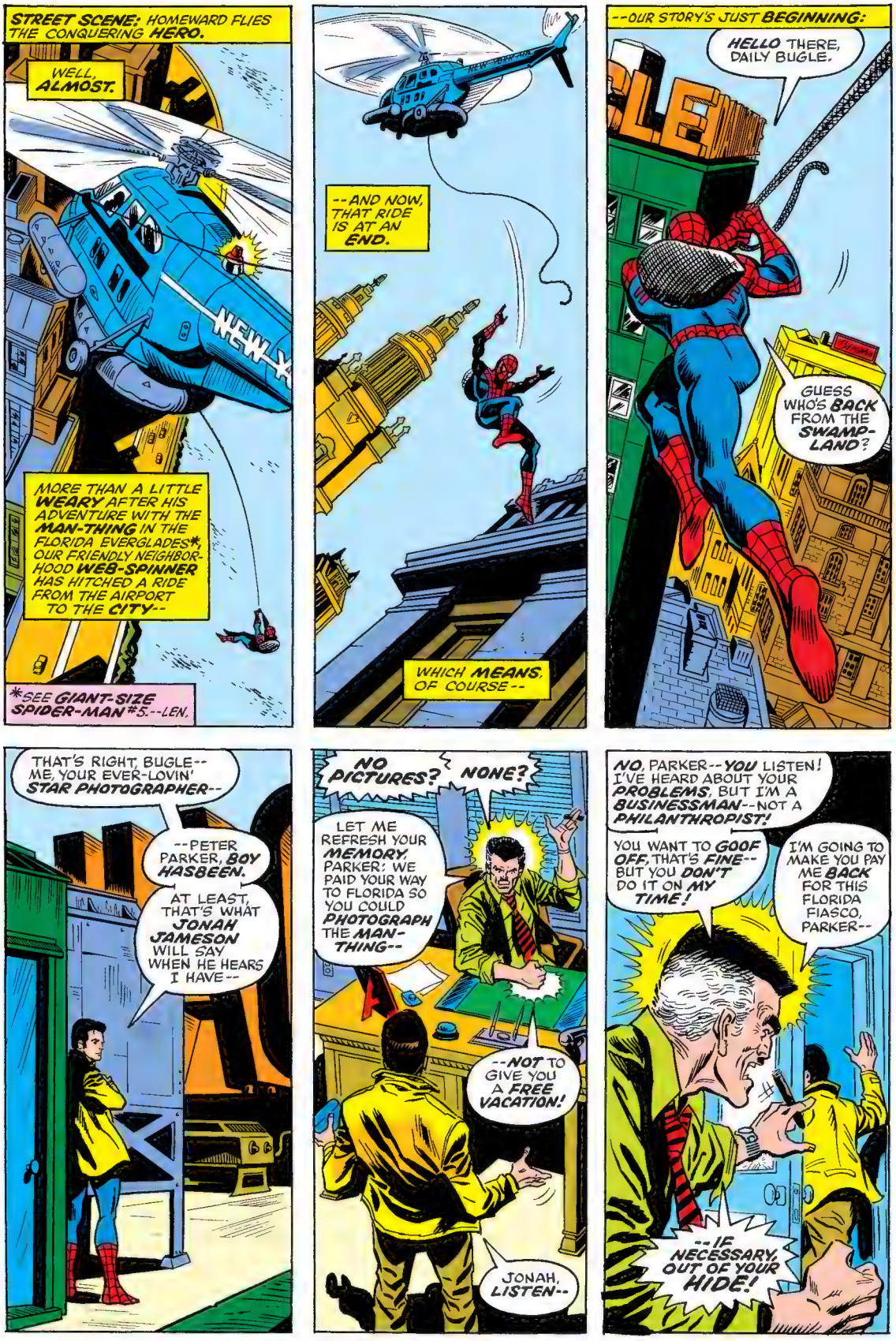
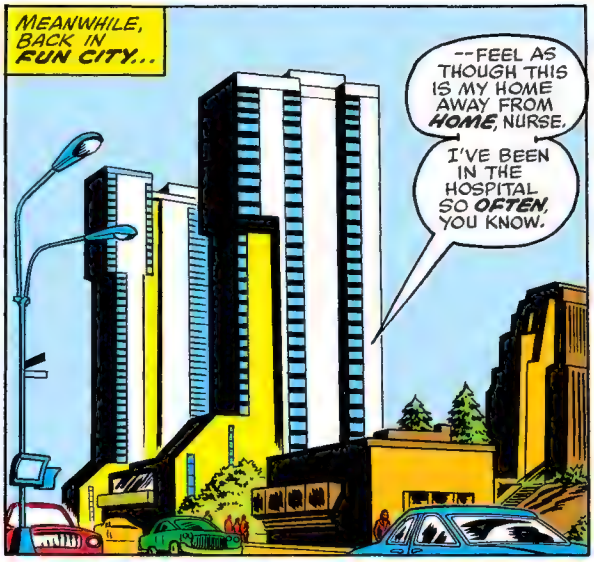

STREET SCENE: HOMEWARD FLIES THE CONQUERING HERO.
WELL, ALMOST.
MORE THAN A LITTLE WEARY AFTER HIS ADVENTURE WITH THE MAN-THING IN THE FLORIDA EVERGLADES*, OUR FRIENDLY NEIGHBORHOOD WEB-SPINNER HAS HITCHED A RIDE FROM THE AIRPORT TO THE CITY--
*SEE GIANT-SIZE SPIDER-MAN #5.--LEN.
--AND NOW, THAT RIDE IS AT AN END.
WHICH MEANS, OF COURSE--
--OUR STORY'S JUST BEGINNING:
HELLO THERE, DAILY BUGLE.
GUESS WHO'S BACK FROM THE SWAMP-LAND?
THAT'S RIGHT, BUGLE--ME, YOUR EVER-LOVIN' STAR PHOTOGRAPHER--
--PETER PARKER, BOY HASBEEN.
AT LEAST, THAT'S WHAT JONAH JAMESON WILL SAY WHEN HE HEARS I HAVE--
NO PICTURES? NONE?
LET ME REFRESH YOUR MEMORY, PARKER: WE PAID YOUR WAY TO FLORIDA SO YOU COULD PHOTOGRAPH THE MAN-THING--
--NOT TO GIVE YOU A FREE VACATION!
JONAH, LISTEN--
NO, PARKER--YOU LISTEN! I'VE HEARD ABOUT YOUR PROBLEMS, BUT I'M A BUSINESSMAN--NOT A PHILANTHROPIST!
YOU WANT TO GOOF OFF, THAT'S FINE--BUT YOU DON'T DO IT ON MY TIME!
I'M GOING TO MAKE YOU PAY ME BACK FOR THIS FLORIDA FIASCO, PARKER--
--IF NECESSARY, OUT OF YOUR HIDE!

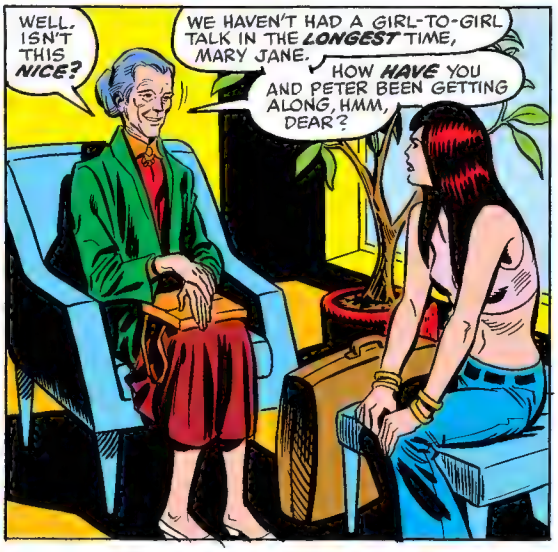
I WOULDN'T HAVE BELIEVED IT IF I HADN'T SEEN IT MYSELF, NED.
A GUY ACTUALLY LIVING WITHOUT THE BENEFIT OF A HEART.
"--ONCE YOU GET TO KNOW HIM"?
WHAT'S THAT, PARKER?
JONAH'S NOT SO BAD, PETER--
NO THANKS, NED. I KNOW JAMESON ABOUT AS WELL AS I WANT TO RIGHT NOW.
WELL...YOU'RE ENTITLED TO YOUR OPINION, PETER.
LISTEN--ABOUT THIS GWEN STACY THING. I'VE DONE SOME CHECKING WITH GWEN--BROUGHT HER TO A DOCTOR--
--AND WHAT WE'VE FOUND OUT...
I GUESS YOU'D BETTER READ IT YOURSELF.
WHILE PETER PARKER REACHES A TREMBLING HAND TOWARD THAT MYSTERIOUS MANILA FOLDER--
--WE'LL TURN A TREMBLING EYE TO AN UPSTATE FEDERAL PENITENTIARY--
--WHERE A CERTAIN FERRY HIJACKER IS SERVING A TWENTY-YEAR-TO-LIFE SENTENCE--
--AND HAS BEEN USING HIS TIME--TO WORK IN THE PRISON SHOE-SHOP!
EXCELENTE!
IT TOOK ME MANY MONTHS --BUT FINALLY, I HAVE RECREATED MY SPECIAL SHOES.
TONIGHT, AT LAST-- THE TARANTULA LIVES AGAIN!*
*LAST SEEN IN SPIDER-MAN #135--LEN,
HEY, BUDDY-- WHAT--?
THUK
ARRHHH!

UNTIL I ACQUIRE THE PROPER DRUGS FOR MY SHOE-TIPS, I WILL HAVE TO BE SATISFIED WITH SIMPLY STUNNING MY VICTIMS--
--BUT I SHALL NOT HAVE TOO LONG TO WAIT, I THINK!
USING AN ACETYLENE TORCH TO BURN THROUGH THE WINDOW GATE WAS CHILD'S PLAY--
--CLIMBING THAT WALL WILL BE ANOTHER MATTER!
STILL, WITH MY SHOES ACTING AS PINIONS--
KPOW
POW
KRAK
REEEEE
--ESCAPE IS NOT TOO DIFFICULT, AFTER ALL!
AHH-- AND HERE IS MY AMIGO'S TRUCK--
REEEEEEE
--JUST WHERE HE SAID IT WOULD BE!
HURRY, AMIGO-- THE GUARDS, THEY WILL BE AFTER US!
DON'T WORRY, TARANTULA-- EVERYTHING'S UNDER CONTROL.
REEEEE
YOU'RE IN THE BIG LEAGUES NOW--
--AND THE JACKAL IS THE BIGGEST LEAGUE OF ALL!


MEANWHILE, BACK IN FUN CITY...
--FEEL AS THOUGH THIS IS MY HOME AWAY FROM HOME, NURSE.
I'VE BEEN IN THE HOSPITAL SO OFTEN, YOU KNOW.

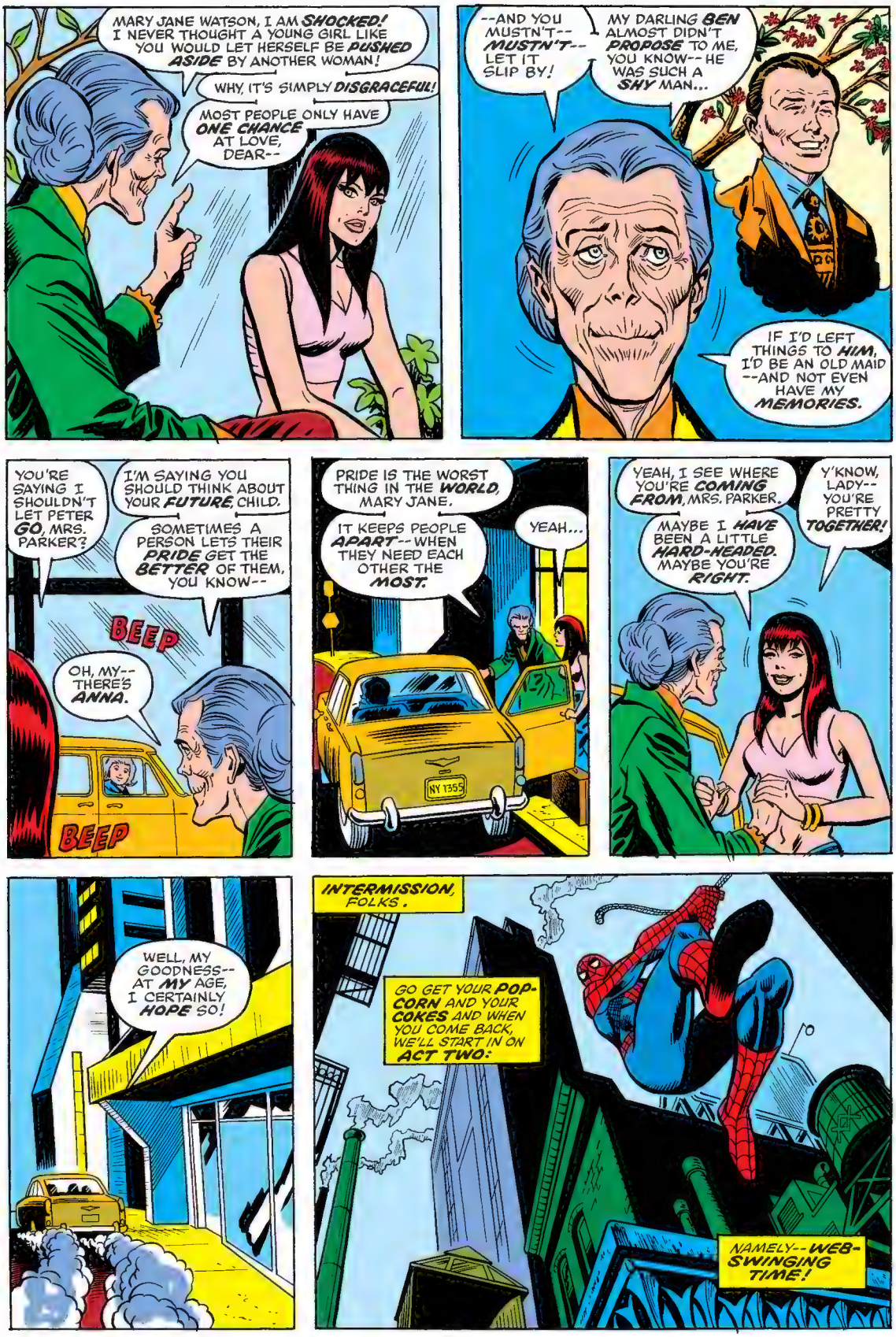
I UNDERSTAND, MRS. PARKER.
EVEN SO--I HOPE WE DON'T SEE YOU AGAIN SOON.
COME ALONG, MAY--MARY JANE HAS THE ELEVATOR ON HOLD.
THANK YOU AGAIN, DEAR, YOU'RE ALL SO KIND.

IT'S TOO BAD PETER COULDN'T BE HERE TO PICK ME UP, MARY JANE--IT'S SO NICE TO SEE YOU YOUNG PEOPLE TOGETHER.
WELL, YOU KNOW PETEY, MRS. PARKER. YOUR NEPHEW'S GOT A LOT ON HIS MIND THESE DAYS.
MARY JANE--WAIT WITH MAY IN THE LOUNGE.
I'LL BRING THE CAR AROUND FRONT.


WELL, ISN'T THIS NICE?
WE HAVEN'T HAD A GIRL-TO-GIRL TALK IN THE LONGEST TIME, MARY JANE.
HOW HAVE YOU AND PETER BEEN GETTING ALONG, HMM, DEAR?

FRANKLY, MRS. PARKER... NOT AT ALL.
SINCE GWEN STACY CAME BACK, I HAVEN'T SEEN PETER ONCE. IT'S AS THOUGH HE'S FORGOTTEN I EXIST.
WHAT? DEAR GIRL, ARE YOU SERIOUS?

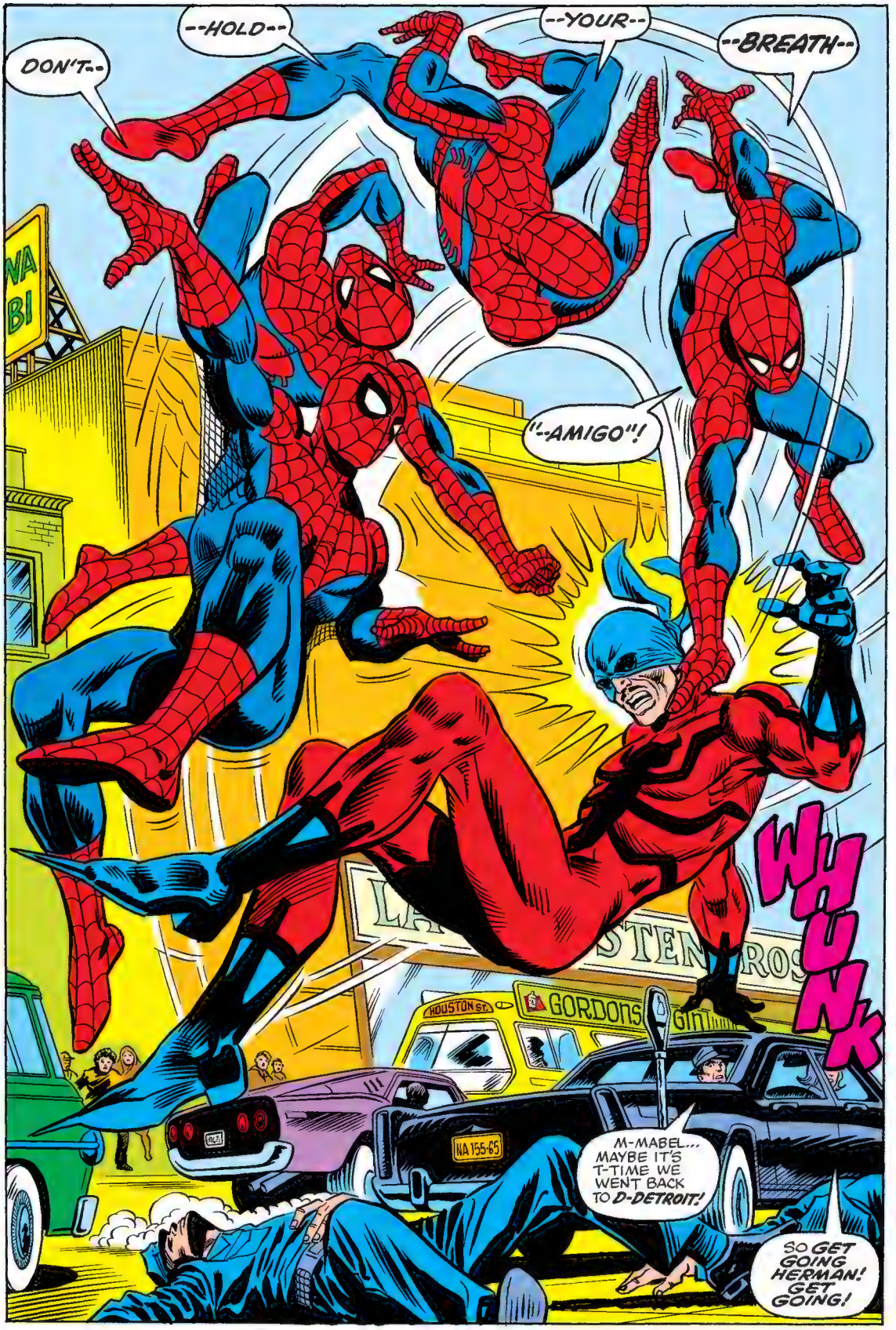
SERIOUS?
SERIOUS?
LISTEN, MRS. PARKER, BEFORE YOUR NEPHEW WENT TO PARIS--WE REALIZED SOMETHING ABOUT EACH OTHER--
--SOMETHING IMPORTANT--
--BUT THE WAY HE'S BEEN ACTING LATELY, WE MIGHT AS WELL NEVER HAVE--WELL, LIKE I SAID --FOR HIM, I'M NOT ALIVE!


MARY JANE WATSON, I AM SHOCKED! I NEVER THOUGHT A YOUNG GIRL LIKE YOU WOULD LET HERSELF BE PUSHED ASIDE BY ANOTHER WOMAN!
WHY, IT'S SIMPLY DISGRACEFUL!
MOST PEOPLE ONLY HAVE ONE CHANCE AT LOVE, DEAR--
--AND YOU MUSTN'T-- MUSTN'T-- LET IT SLIP BY!
MY DARLING BEN ALMOST DIDN'T PROPOSE TO ME, YOU KNOW-- HE WAS SUCH A SHY MAN...
IF I'D LEFT THINGS TO HIM, I'D BE AN OLD MAID --AND NOT EVEN HAVE MY MEMORIES.
YOU'RE SAYING I SHOULDN'T LET PETER GO, MRS. PARKER?
I'M SAYING YOU SHOULD THINK ABOUT YOUR FUTURE, CHILD.
SOMETIMES A PERSON LETS THEIR PRIDE GET THE BETTER OF THEM, YOU KNOW--
BEEP
OH, MY-- THERE'S ANNA.
BEEP
PRIDE IS THE WORST THING IN THE WORLD, MARY JANE.
IT KEEPS PEOPLE APART-- WHEN THEY NEED EACH OTHER THE MOST.
YEAH...
NY 1355
YEAH, I SEE WHERE YOU'RE COMING FROM, MRS. PARKER.
MAYBE I HAVE BEEN A LITTLE HARD-HEADED. MAYBE YOU'RE RIGHT.
Y'KNOW, LADY-- YOU'RE PRETTY TOGETHER!
WELL, MY GOODNESS-- AT MY AGE, I CERTAINLY HOPE SO!
INTERMISSION, FOLKS.
GO GET YOUR POP-CORN AND YOUR COKES AND WHEN YOU COME BACK, WE'LL START IN ON ACT TWO:
NAMELY-- WEB-SWINGING TIME!

ALL SET? GOOD. HERRRRRRRE'S --SPIDEY!
I DON'T BELIEVE IT.
REALLY... I DON'T BELIEVE IT.
THE LAB REPORT NED LEEDS SHOWED ME--
LABORATORY REPORT
--ACCORDING TO THE LAB'S FINDINGS, THE GIRL WHO TURNED UP IN MY APARTMENT IS GWEN STACY--
--SORT OF.
AND-- WELL-- SORT OF, SHE'S ALSO A CLONE.
ANOTHER PERSON-- GROWN FROM THE CELL TISSUE OF THE FIRST GWEN--
--IDENTICAL TO GWEN IN EVERY WAY, EVEN DOWN TO HER MEMORY.
EXCEPT-- HER MEMORY ENDS A SHORT TIME BEFORE GWEN'S DEATH.
WOW.
OH, WOW.
MIRRO
I JUST THOUGHT-- SUPPOSE SHE ISN'T THE LAST?
SUPPOSE THERE ARE MORE?
TEN GWEN STACYS-- A HUNDRED--?
A THOUSAND GWEN STACYS-- ALL IN LOVE WITH ME-- ALL OF THEM WANTING A PIECE OUT OF MY LIFE--
HUH...?

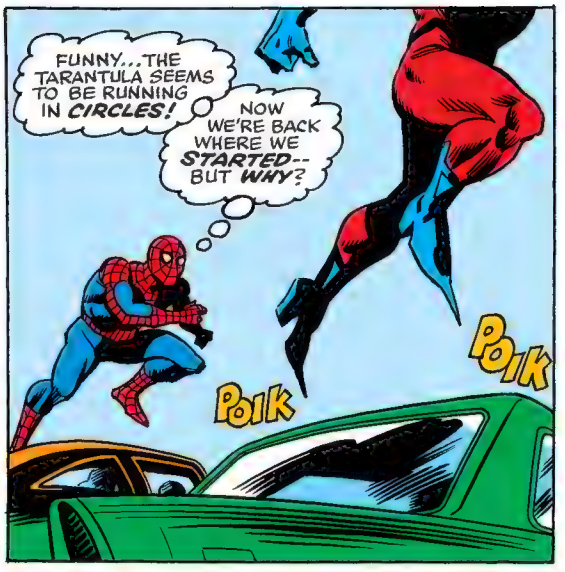
THE MIRROR IN THAT STORE WINDOW--
--IT'S SHOWING A REFLECTION OF GWEN!
GWEN, I'M SORRY--YOU KNOW I LOVED YOU. YOU KNOW I ALWAYS--
GWEN?
NO...
HOW MANY TIMES ARE YOU GOING TO DIE?
HOW MANY TIMES AM I GOING TO HOLD YOU--AND FEEL YOU SLIPPING AWAY--FOREVER?
KRASH
I WON'T LET YOU COME BACK!
I WON'T!
I WON'T!
I--EH?
NO!
YOU CAN'T COME BACK! YOU'RE DEAD!

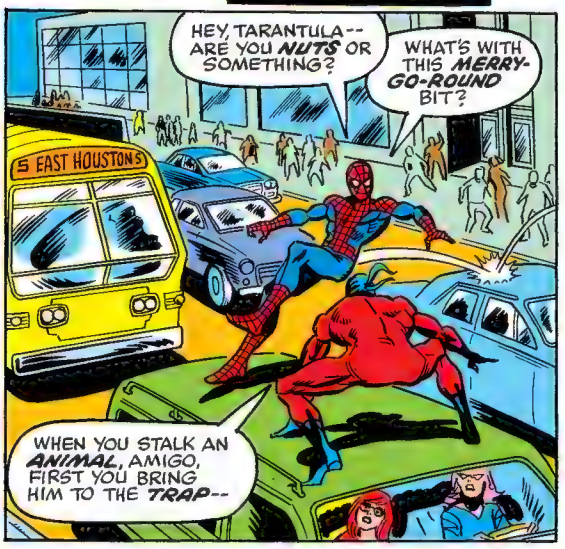
I- I MUST HAVE FLIPPED OUT! THE PRESSURE-- THE STRAIN OF HAVING GWEN COME-- BACK-- WAS ALMOST TOO MUCH--!
I'D BETTER--
YOU'D BETTER HOLD IT RIGHT THERE, WEB-SLINGER...
...AND COME OUT WITH YOUR HANDS HELD HIGH!
TERRIFIC. NOW WHAT DO I DO--WITH THE POLICE ON MY TAIL?
YOU NEED DO NOTHING, AMIGO--
THAK
THUNT
--TARANTULA HAS TAKEN CARE OF EVERYTHING!
HUH? BUT YOU'RE SUPPOSED TO BE--
IN JAIL?
TRUE, AMIGO-- AND I WOULD BE THERE STILL, THANKS TO YOU.
AND THAT, AMONG OTHER THINGS--
--IS WHY YOU MUST DIE!
F. W. WOOLWORTH


--HOLD--
--YOUR--
--BREATH--
DON'T--
"--AMIGO"!
WHUNK
HOUSTON ST.
GORDONS
M-MABEL... MAYBE IT'S T-TIME WE WENT BACK TO D-DETROIT!
SO GET GOING HERMAN! GET GOING!

YOU ARE SWIFT, SPIDER-HOMBRE.
WE COULD HAVE MADE USE OF YOU IN MY COUNTRY!
ON WHICH SIDE, TARANTULA?
THE GUERRILLA REBELS YOU BETRAYED--
--OR THE MILITARY GOVERNMENT WHICH THREW YOU INTO EXILE?
WHAT'SA MATTER, TARANTULA? ASHAMED OF YOUR SLIMEY BACKGROUND?
I HAVE NO SHAME, AMERICAN.
I HAVE POWER--
ON DUTY
KLANG
--AND POWER IS ALL I NEED!
-EEEEK! CABBIE-- GET US AWAY FROM HERE!
DON'T WORRY ABOUT IT, LADY. THESE SUPER-JERKS DO STUFF LIKE THIS ALL'A TIME.
IN NEW YORK, YOU GET USED TO-- HUH?
MY RADIATOR!
TAXI
COME DOWN HERE, YOU CREEP!
BUST UP MY CAR, WILLYA?
I SAID GET DOWN HERE!
SOME OTHER TIME, FRIEND. I'M BUSY!

I TELL YOU, HYMAN--THIS BUS IS GOING THE WRONG WAY!
SO WHO CARES?
KENTUCKY CHICKEN
TRY GORDON'S GIN
5 EAST HOUSTON
IF IT MEANS WE GET TO SEE SPIDER-MAN FIGHT THE TARANTULA--
--LET THE BUS GO THE WRONG WAY!
ME, I'M NOT ARGUING!


FUNNY...THE TARANTULA SEEMS TO BE RUNNING IN CIRCLES!
NOW WE'RE BACK WHERE WE STARTED--BUT WHY?
POIK
POIK


HEY, TARANTULA--ARE YOU NUTS OR SOMETHING?
WHAT'S WITH THIS MERRY-GO-ROUND BIT?
5 EAST HOUSTON
WHEN YOU STALK AN ANIMAL, AMIGO, FIRST YOU BRING HIM TO THE TRAP--

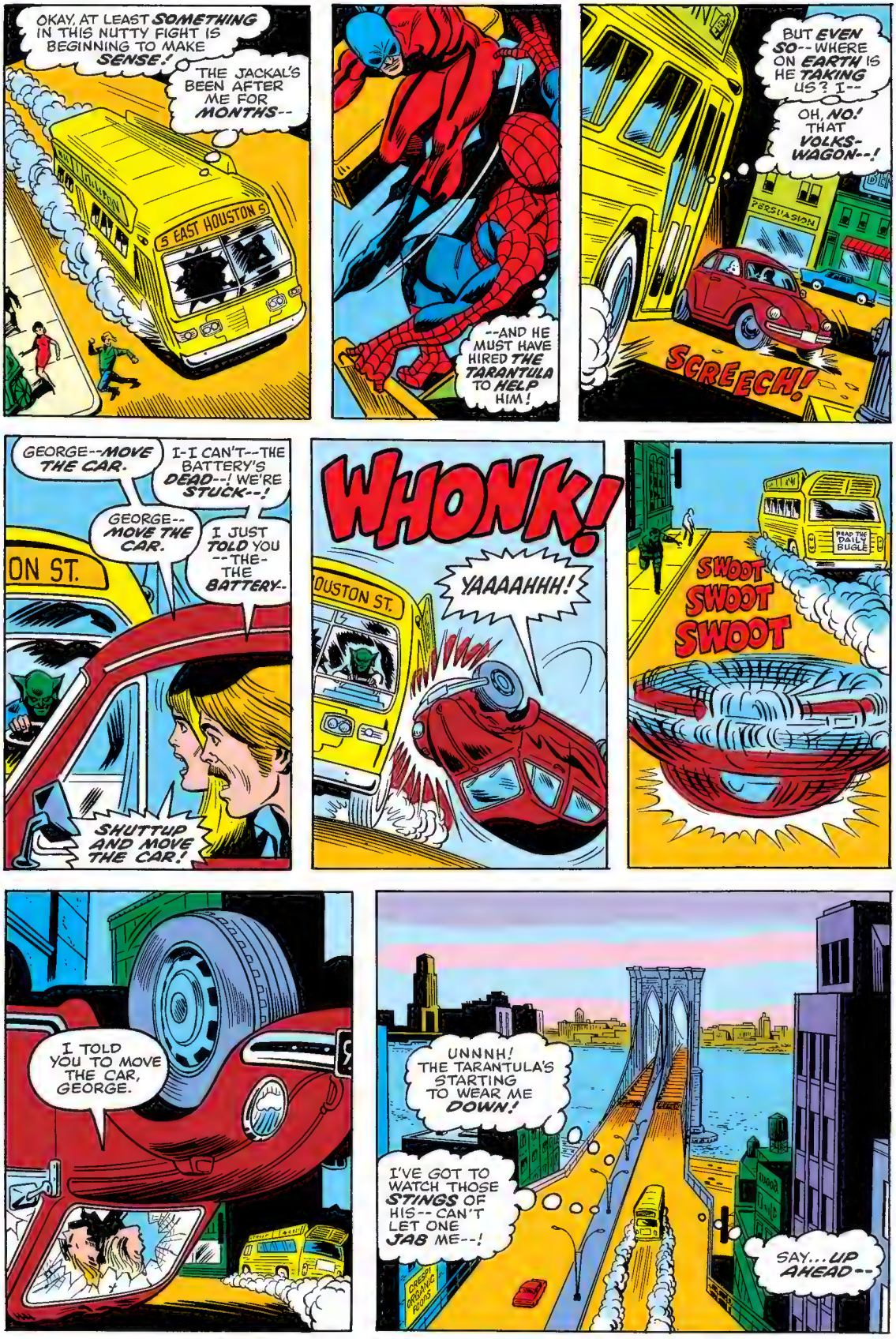
--AND THEN YOU THRUST HIM IN!
BONK!
5 EAST HOUSTO

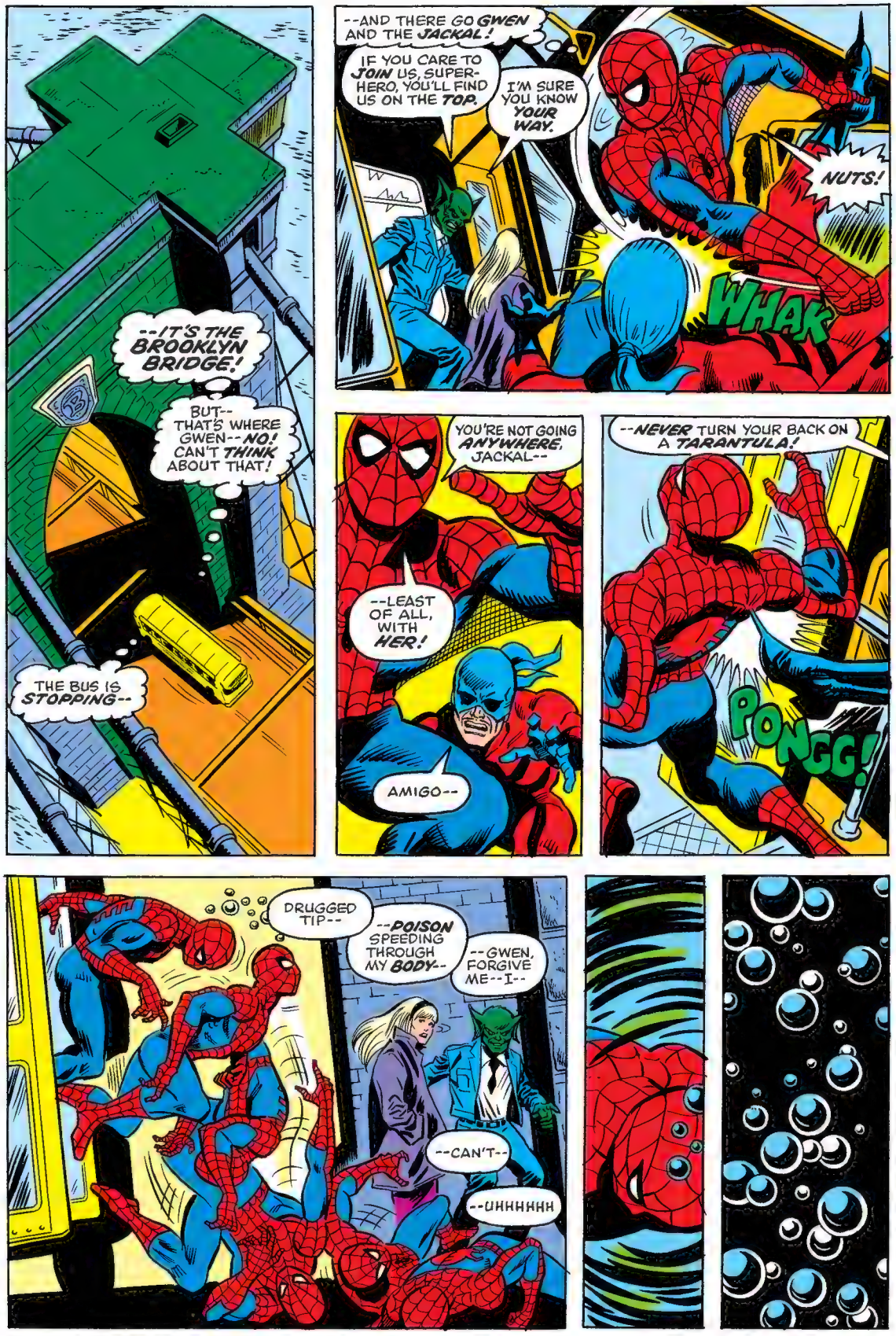
KRASH!
HYMAN, LOOK--!
IT'S SPIDER-MAN!

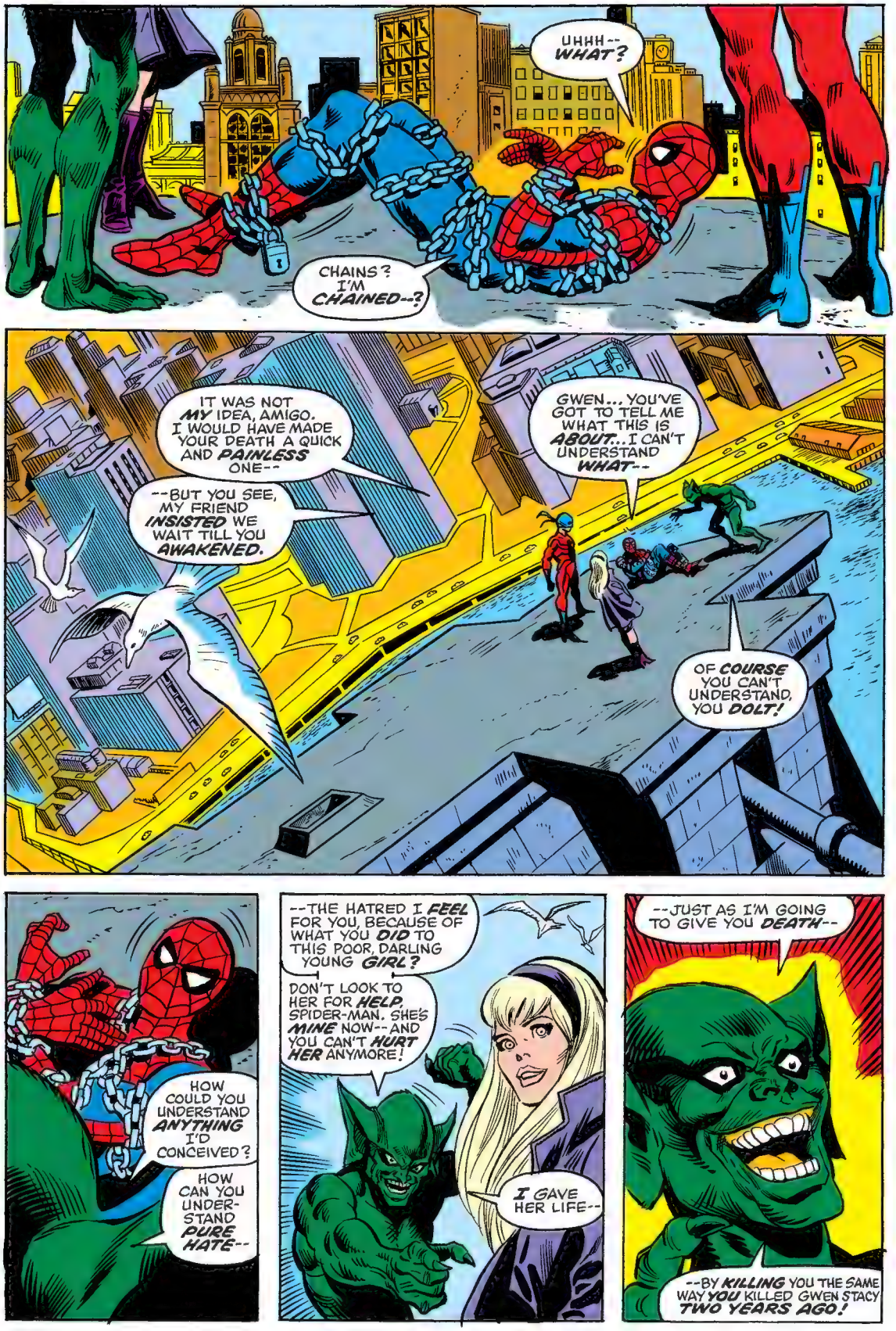
MOVE TO THE REAR OF THE BUS, PLEASE. PLEASE MOVE TO THE REAR OF THE BUS.
JOIN THE ARMY
WHAT THE--? ARE YOU CRAZY, FELLA?
MAYBE, IF I'M VERY QUIET--THEY'LL ALL JUST DISAPPEAR--!
DON'T YOU SEE WHAT'S HAPPENING?

I'LL JUST SIT HERE AND READ MY PAPER. THAT'S WHAT I'LL DO.
WOW! LOOKIT THAT!
THANK YOU FOR MOVING TO THE REAR OF THE BUS.
ZAROOM!
NEXT STOP-- FORTY-SECOND STREET.
EAST HOUSTON ST.
GORDON'S
THIS IS CRAZY-- DOESN'T MAKE ANY SENSE--!
THE TARANTULA FIGHTING ME-- THROWING ME THROUGH THAT WINDOW--
--AND THE DRIVER-- ACTING LIKE NOTHING'S GOING WRONG?
FORTY-SECOND STREET... NEXT STOP, CHAMBERS STREET.
KRASH
READ THE DAILY BUGLE
THUMP
LEMME OUTTA HERE!
THIS CITY'S GONE CRAZY!
HELP! POLICE, HELP!
I WILL GO HOME AND I WILL GO TO SLEEP--
--AND WHEN I WAKE UP, NONE OF THIS WILL HAVE HAPPENED.
HYMAN...THAT BUS DRIVER BROUGHT US TO THAT SPOT, JUST SO THE TARANTULA COULD DO THAT TO SPIDER-MAN.
IS IT OUR BUSINESS, BERNIE?
WOULD ANYONE BELIEVE US IF WE TOLD THEM?
WOULD YOU?
BERNIE... MY POINT EXACTLY.
UMMMPPHH! TARANTULA'S PLAYING SERIOUS NOW--!
AND IF I DIDN'T HAVE ENOUGH PROBLEMS, THIS BUS KEEPS SWERVING-- SPEEDING LIKE CRAZY--!
ZAROOM!
ZAROOM!
GORDON'S

"GREAT! IT'S SLOWING DOWN --STOPPING! NOW I CAN--
SKREECH
"HUH? THE DOORS ARE OPENING--
SWISH
"--SOMEONE'S GETTING ON--!"
I DON'T BELIEVE IT!
GWEN! WHAT'RE YOU DOING HERE, HONEY? YOU CAN'T--!
NO! SHE DOESN'T HEAR ME! SHE'S ACTING LIKE--A ROBOT?
MISS...YOU FORGOT YOUR THIRTY-FIVE CENTS.
NOT YOU AGAIN! MISTER, YOU CAN'T BE REAL!
NOBODY BEHAVES LIKE YOU DO-- NOBODY!
YOU DON'T THINK SO?
THEN I SUPPOSE "THE GIG IS UP" EH, LAWMAN?
NOBODY "REAL" DOES ACT THE WAY I DO--
--BECAUSE NO ONE "REAL" IS THE JACKAL!
HA HA HA HA HA HA
5 EAST HOUSTON ST.


OKAY, AT LEAST SOMETHING IN THIS NUTTY FIGHT IS BEGINNING TO MAKE SENSE!
THE JACKAL'S BEEN AFTER ME FOR MONTHS--
5 EAST HOUSTON ST
--AND HE MUST HAVE HIRED THE TARANTULA TO HELP HIM!
BUT EVEN SO--WHERE ON EARTH IS HE TAKING US? I--
OH, NO! THAT VOLKS-WAGON--!
PERSUASION
SCREECH!
GEORGE--MOVE THE CAR.
I-I CAN'T--THE BATTERY'S DEAD--! WE'RE STUCK--!
GEORGE--MOVE THE CAR.
I JUST TOLD YOU --THE-- THE BATTERY-
ON ST.
SHUTTUP AND MOVE THE CAR!
WHONK!
YAAAAHHH!
OUSTON ST.
SWOOT SWOOT SWOOT
READ THE DAILY BUGLE
I TOLD YOU TO MOVE THE CAR, GEORGE.
UNNNH! THE TARANTULA'S STARTING TO WEAR ME DOWN!
I'VE GOT TO WATCH THOSE STINGS OF HIS-- CAN'T LET ONE JAB ME--!
SAY... UP AHEAD--


--IT'S THE BROOKLYN BRIDGE!
BUT-- THAT'S WHERE GWEN-- NO! CAN'T THINK ABOUT THAT!
THE BUS IS STOPPING--
--AND THERE GO GWEN AND THE JACKAL!
IF YOU CARE TO JOIN US, SUPER-HERO, YOU'LL FIND US ON THE TOP.
I'M SURE YOU KNOW YOUR WAY.
NUTS!
WHAK
YOU'RE NOT GOING ANYWHERE, JACKAL--
--LEAST OF ALL, WITH HER!
AMIGO--
--NEVER TURN YOUR BACK ON A TARANTULA!
PONGG!
DRUGGED TIP--
--POISON SPEEDING THROUGH MY BODY--
--GWEN, FORGIVE ME--I--
--CAN'T--
--UHHHHHH


UHHH-- WHAT?
CHAINS? I'M CHAINED--?
IT WAS NOT MY IDEA, AMIGO. I WOULD HAVE MADE YOUR DEATH A QUICK AND PAINLESS ONE--
--BUT YOU SEE, MY FRIEND INSISTED WE WAIT TILL YOU AWAKENED.
GWEN... YOU'VE GOT TO TELL ME WHAT THIS IS ABOUT... I CAN'T UNDERSTAND WHAT--
OF COURSE YOU CAN'T UNDERSTAND, YOU DOLT!
HOW COULD YOU UNDERSTAND ANYTHING I'D CONCEIVED?
HOW CAN YOU UNDER-STAND PURE HATE--
--THE HATRED I FEEL FOR YOU, BECAUSE OF WHAT YOU DID TO THIS POOR, DARLING YOUNG GIRL?
DON'T LOOK TO HER FOR HELP, SPIDER-MAN. SHE'S MINE NOW-- AND YOU CAN'T HURT HER ANYMORE!
I GAVE HER LIFE--
--JUST AS I'M GOING TO GIVE YOU DEATH--
--BY KILLING YOU THE SAME WAY YOU KILLED GWEN STACY TWO YEARS AGO!

GO AHEAD, TARANTULA-- PUSH HIM OFF!
ADIOS, AMIGO. YOU WERE A GOOD FOE-- IF A FOOLISH ONE.
HEY!
AAHAHA HA HA HA HA HA
OKAY, HERO-MAN...
LET'S SEE YOU GET OUT OF THIS!
TO BE CONTINUED!

NEXT ISSUE: REVEALED AT LAST! WHO IS--THE JACKAL?

SPIDER MAN
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02457
the AMAZING SPIDER-MAN®
ADIOS, WEBHEAD! GIVE OUR REGARDS TO THE FISHES!
TODAY THE TARANTULA TRIUMPHS!
REVEALED AT LAST!
THE SHATTERING SECRET OF THE JACKAL!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY	ROSS ANDRU	M. ESPOSITO & D. HUNT	JOHN COSTANZA	LEN WEIN
AUTHOR	ARTIST	EMBELLISHERS	letterer PETRA GOLDBERG colorist	EDITOR

AT THIS POINT, WE'RE NOT EVEN GOING TO TRY TO EXPLAIN IT. YOU'LL HAVE TO PICK IT UP AS WE RACE ALONG, TIGER!
WELL, AMIGO--YOU HAVE DONE IT. THIS IS THE END OF SPIDER-MAN!
JACKAL, JACKAL... WHO'S GOT THE JACKAL?
TA-TA, WEB-SLINGER. WE'RE GOING TO MISS YOU. DON'T FORGET TO WRITE.
HEE. HEE-HEE. HEE-HEE-HEE. HEEHEH-HEHEHEHEHEEE

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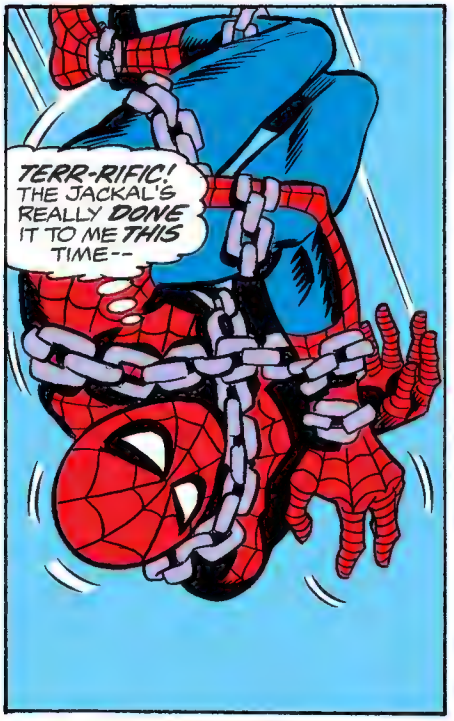
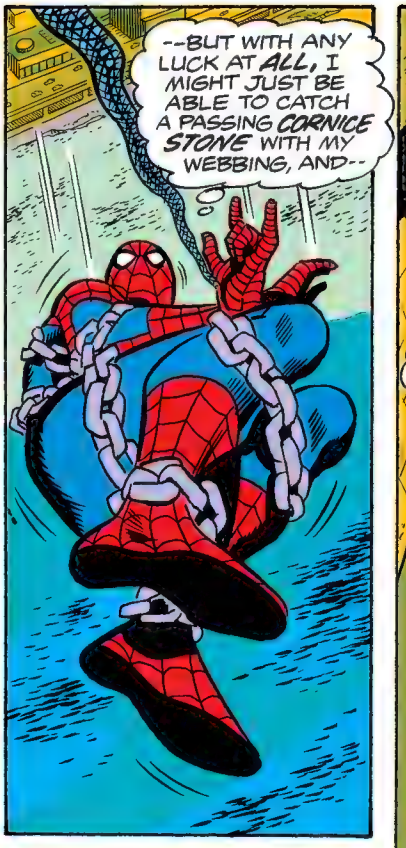
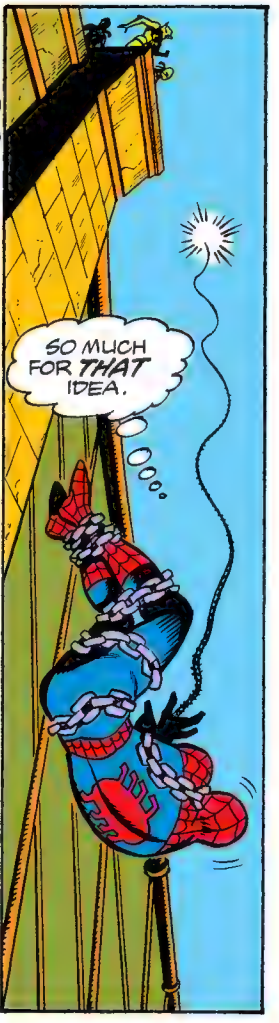
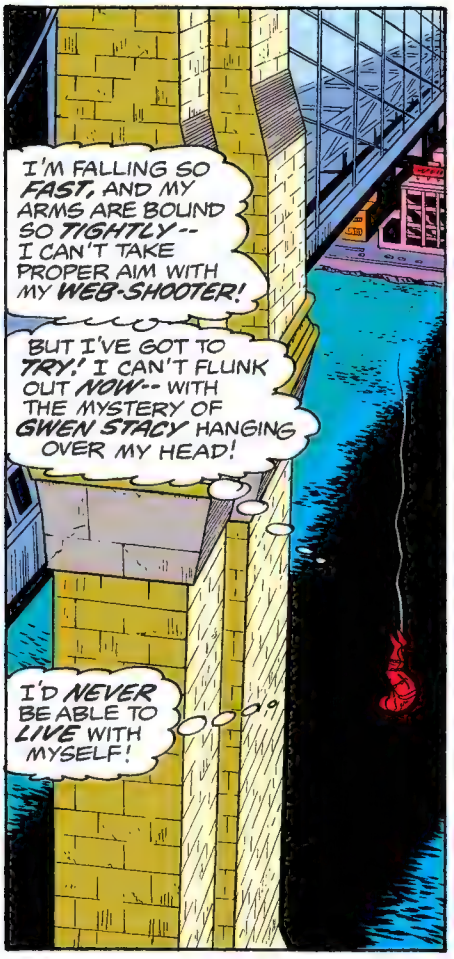
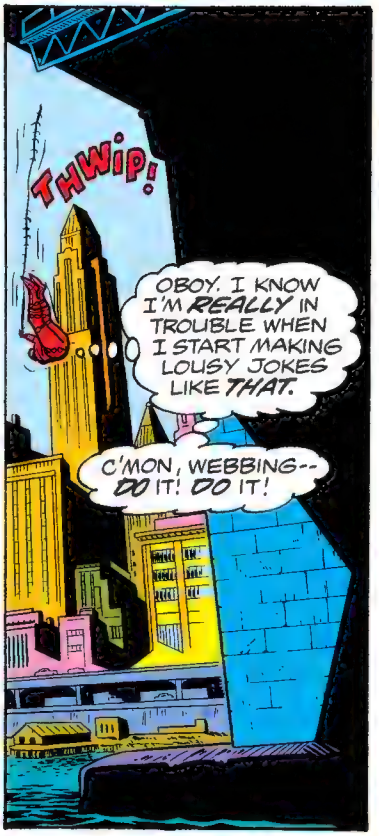
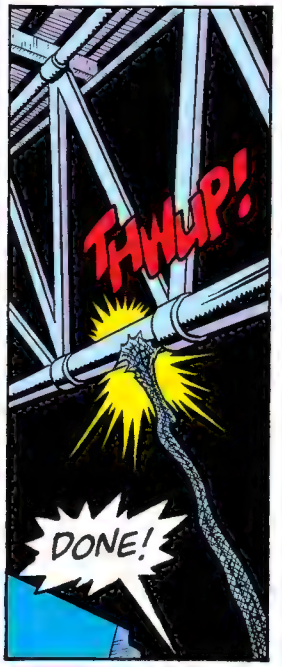

TERR-RIFIC! THE JACKAL'S REALLY DONE IT TO ME THIS TIME--


--BUT WITH ANY LUCK AT ALL, I MIGHT JUST BE ABLE TO CATCH A PASSING CORNICE STONE WITH MY WEBBING, AND--

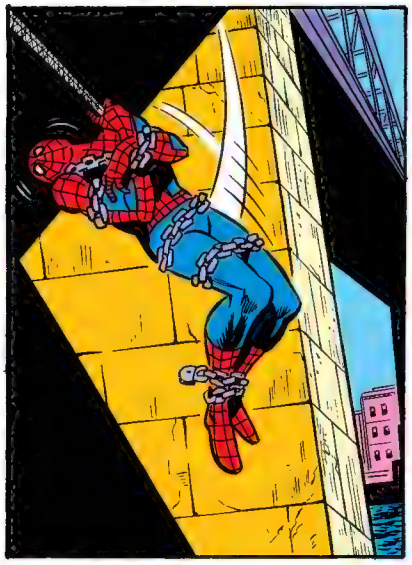

SO MUCH FOR THAT IDEA.

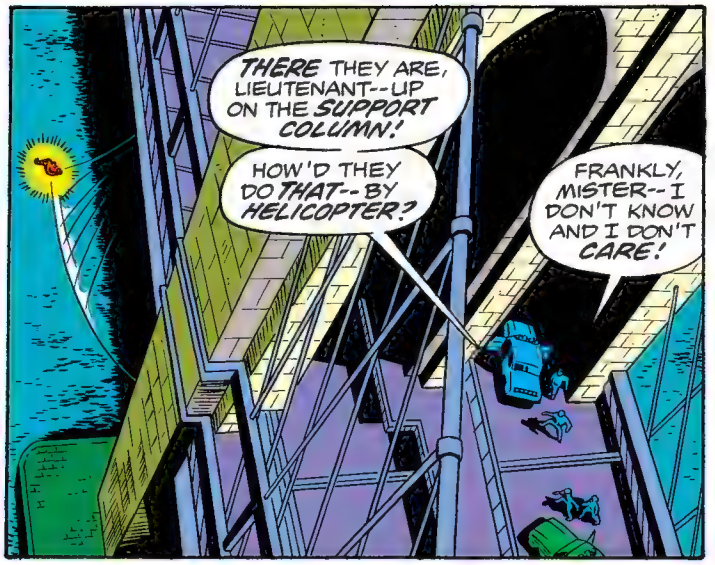

I'M FALLING SO FAST, AND MY ARMS ARE BOUND SO TIGHTLY-- I CAN'T TAKE PROPER AIM WITH MY WEB-SHOOTER!
BUT I'VE GOT TO TRY! I CAN'T FLUNK OUT NOW-- WITH THE MYSTERY OF GWEN STACY HANGING OVER MY HEAD!
I'D NEVER BE ABLE TO LIVE WITH MYSELF!

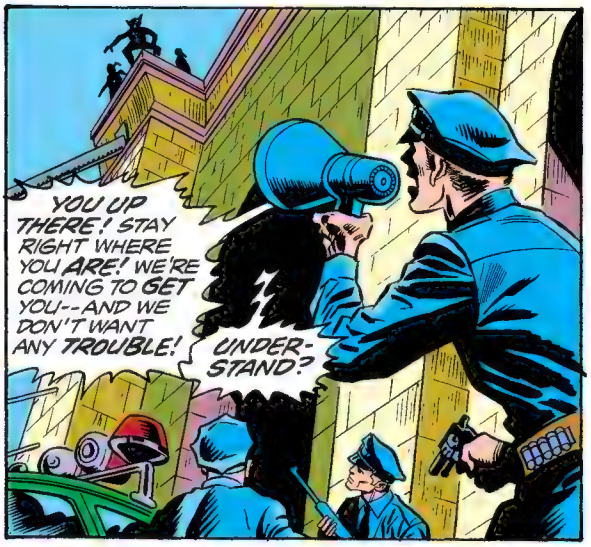

THWIP!
OBOY. I KNOW I'M REALLY IN TROUBLE WHEN I START MAKING LOUSY JOKES LIKE THAT.
C'MON, WEBBING-- DO IT! DO IT!

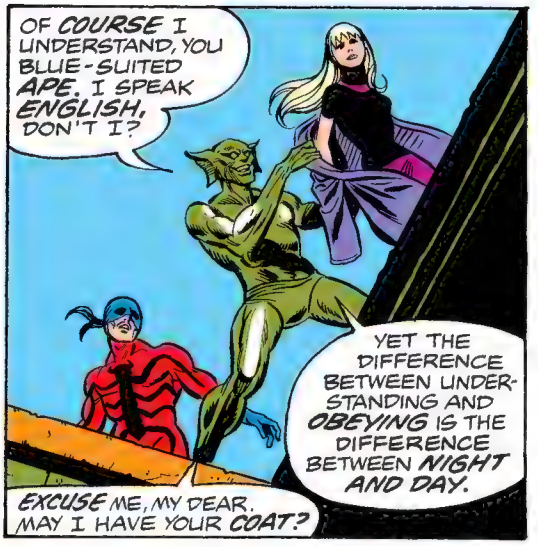

THWUP!
DONE!

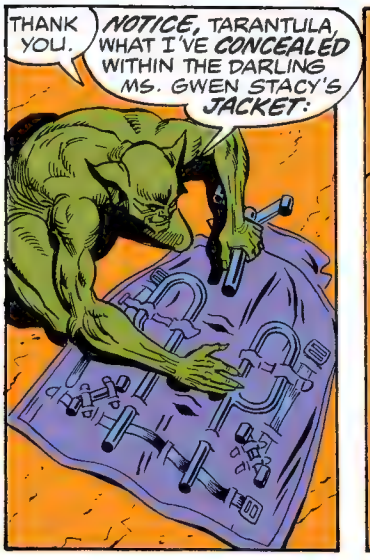
NICE AND SMOOTH, HERO. NICE AND SMOOTH.
I'VE GOT TO HAND IT TO MYSELF--WHEN IT COMES TO CLOSE SHAVES, I'M THE WORLD CHAMPION CLOSE-SHAVER!
LARRY
SHELL
ALL I'VE GOT TO DO NOW IS GET RID OF THE INERTIA FROM MY FALL BY SWINGING ON MY WEB LIKE A PENDULUM--
--AND WHEN I'M DONE WITH THAT--
--THE JACKAL AND I ARE GOING TO HAVE A LITTLE TÊTE-A-TÊTE--
--JUST THE TWO OF--
HUH?
SWINGING BACK TOO FAR! I'M GOING TO--
WHOMP!




THERE THEY ARE, LIEUTENANT--UP ON THE SUPPORT COLUMN!
HOW'D THEY DO THAT--BY HELICOPTER?
FRANKLY, MISTER--I DON'T KNOW AND I DON'T CARE!

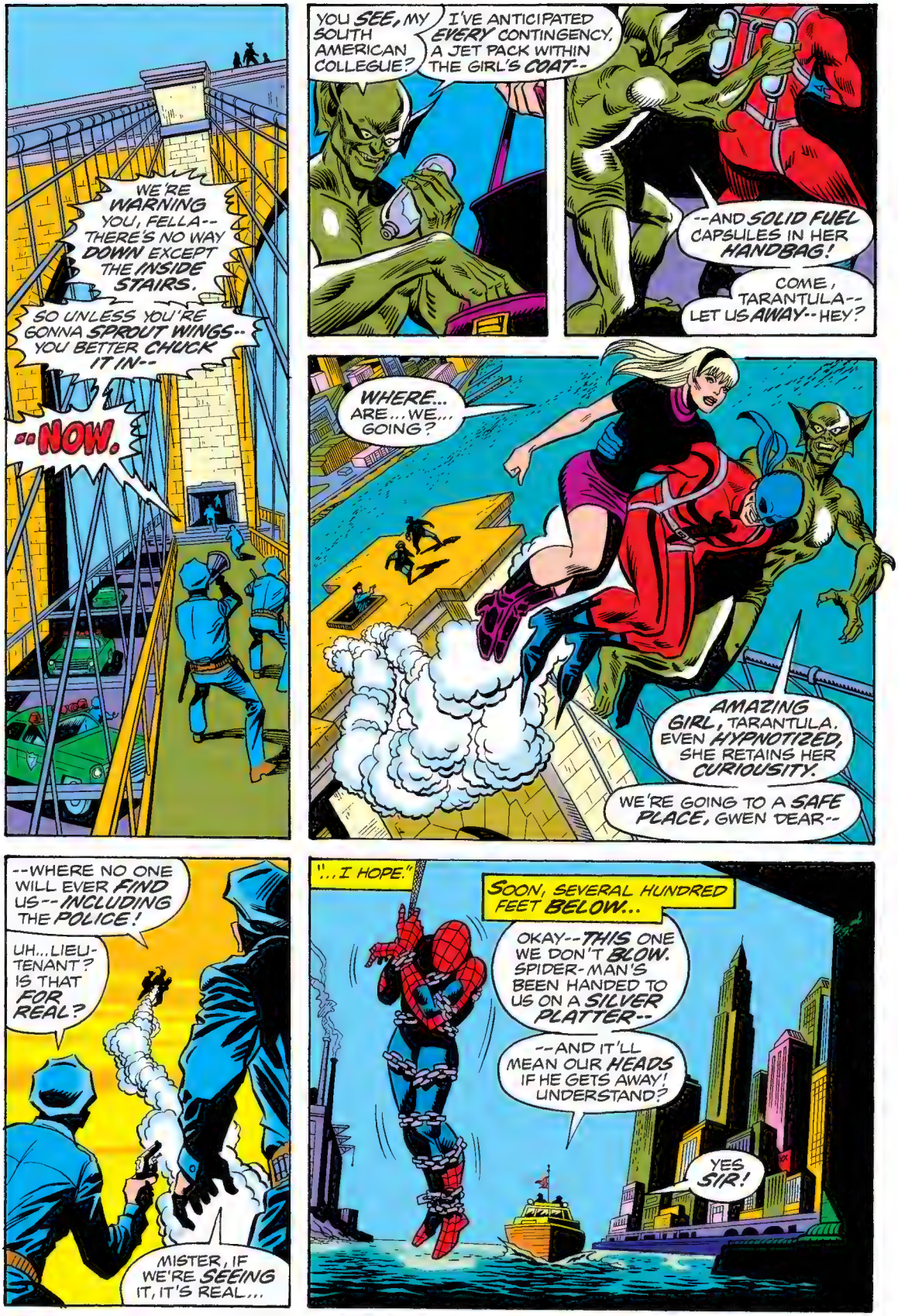

YOU UP THERE! STAY RIGHT WHERE YOU ARE! WE'RE COMING TO GET YOU--AND WE DON'T WANT ANY TROUBLE! UNDERSTAND?


OF COURSE I UNDERSTAND, YOU BLUE-SUITED APE. I SPEAK ENGLISH, DON'T I?
YET THE DIFFERENCE BETWEEN UNDERSTANDING AND OBEYING IS THE DIFFERENCE BETWEEN NIGHT AND DAY.
EXCUSE ME, MY DEAR. MAY I HAVE YOUR COAT?


THANK YOU.
NOTICE, TARANTULA, WHAT I'VE CONCEALED WITHIN THE DARLING MS. GWEN STACY'S JACKET:

A COMPLETE, PORTABLE JET PACK--

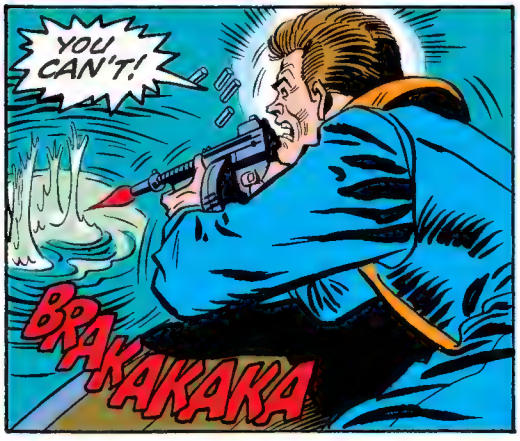
--WHICH YOU SHALL DO US THE HONOR TO WEAR.
BUT, SENOR JACKAL--IT HAS NO FUEL!
TARANTULA, YOU INSULT ME.
GWEN--YOUR PURSE, PLEASE?

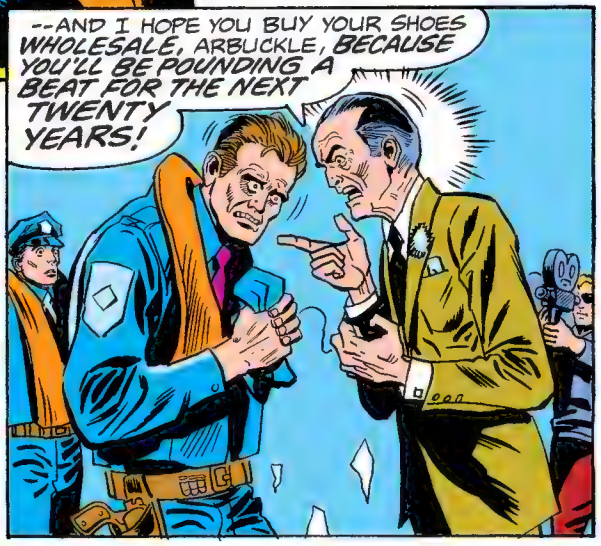

WE'RE WARNING YOU, FELLA-- THERE'S NO WAY DOWN EXCEPT THE INSIDE STAIRS.
SO UNLESS YOU'RE GONNA SPROUT WINGS-- YOU BETTER CHUCK IT IN--
--NOW.
YOU SEE, MY SOUTH AMERICAN COLLEGUE?
I'VE ANTICIPATED EVERY CONTINGENCY. A JET PACK WITHIN THE GIRL'S COAT--
--AND SOLID FUEL CAPSULES IN HER HANDBAG!
COME, TARANTULA-- LET US AWAY-- HEY?
WHERE... ARE... WE... GOING?
AMAZING GIRL, TARANTULA. EVEN HYPNOTIZED, SHE RETAINS HER CURIOUSITY.
WE'RE GOING TO A SAFE PLACE, GWEN DEAR--
--WHERE NO ONE WILL EVER FIND US-- INCLUDING THE POLICE!
UH... LIEU-TENANT? IS THAT FOR REAL?
MISTER, IF WE'RE SEEING IT, IT'S REAL...
"...I HOPE."
SOON, SEVERAL HUNDRED FEET BELOW...
OKAY-- THIS ONE WE DON'T BLOW. SPIDER-MAN'S BEEN HANDED TO US ON A SILVER PLATTER--
--AND IT'LL MEAN OUR HEADS IF HE GETS AWAY! UNDERSTAND?
YES, SIR!

EASY--TAKE IT EASY.
SET 'IM DOWN GENTLY. IS HE STILL BREATH-ING?
I THINK SO, LIEUTENANT.
GREAT. THIS MEANS A CAPTAINCY FOR SURE!
SHOULD I TAKE OFF HIS MASK...?
NO, NO! ARE YOU CRAZY?
THERE'LL BE TV CAMERAS ON THE DOCK--AND THE REPORTERS'LL WANT TO STAGE SOME SORTA DRAMATIC UNVEILING!
...I ALWAYS WONDERED HOW I'D LOOK ON TV...
HEY, LIEUTENANT! LOOK WHO ELSE IS WAITIN' FOR US!
THE COMMISSIONER!
RALPH ARBUNKLE... THIS IS YOUR LUCKY DAY!
QUICK--GET THOSE CHAINS OFF HIM! HURRY!
RAINBOLT WISE
HUH? BUT WHY, LIEUTENANT--?
HOW'S IT GONNA LOOK, YOU BOOB, IF FOUR OF NEW YORK'S FINEST CAN'T HOLD SPIDER-MAN WITHOUT KEEPING HIM CHAINED UP LIKE A MAD GORILLA?
WHEN YOU'RE DEALING WITH THE TELE-VISION AUDIENCE, YOU'VE GOT TO THINK ABOUT AP-PEARANCES--KNOW WHAT I MEAN?

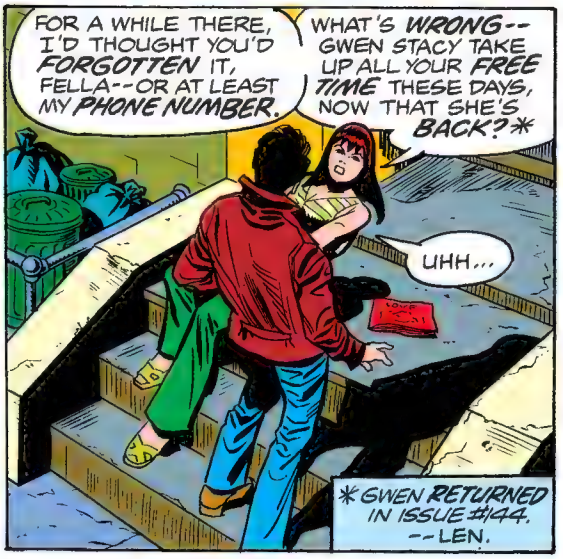
LIEUTENANT, I KNOW EXACTLY WHAT YOU MEAN!
LOOK AT ME! I HAD TO APPEAR UNCONSCIOUS SINCE YOU GUYS PICKED ME UP.
AND WHILE I HATE TO HAVE TO RAISE MY HAND AGAINST YOU--

--IT'S TIME I GOT OFF!
NO! YOU CAN'T DO THIS TO ME!

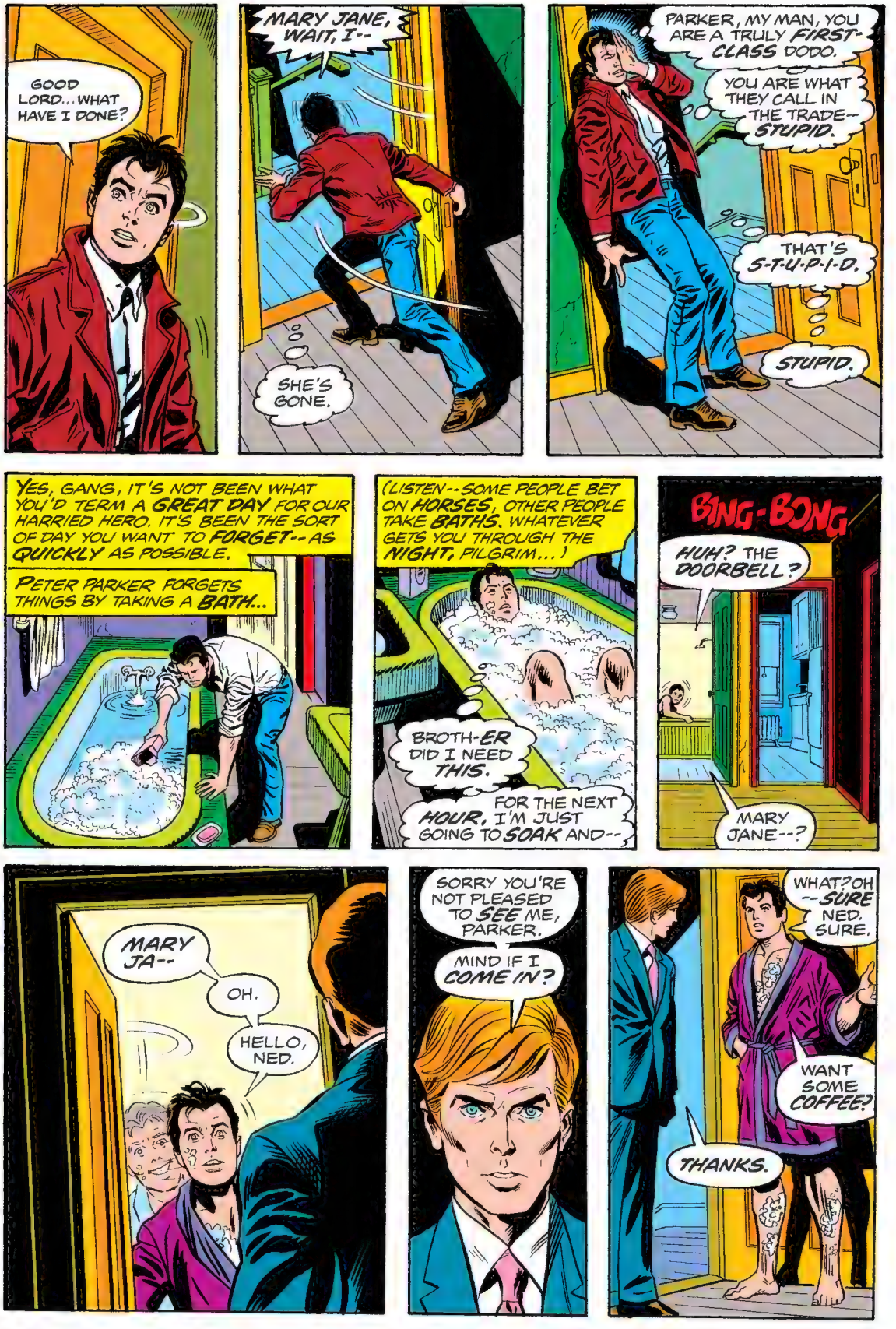

YOU CAN'T!
BRAKAKAKA


--AND I HOPE YOU BUY YOUR SHOES WHOLESALE, ARBUCKLE, BECAUSE YOU'LL BE POUNDING A BEAT FOR THE NEXT TWENTY YEARS!

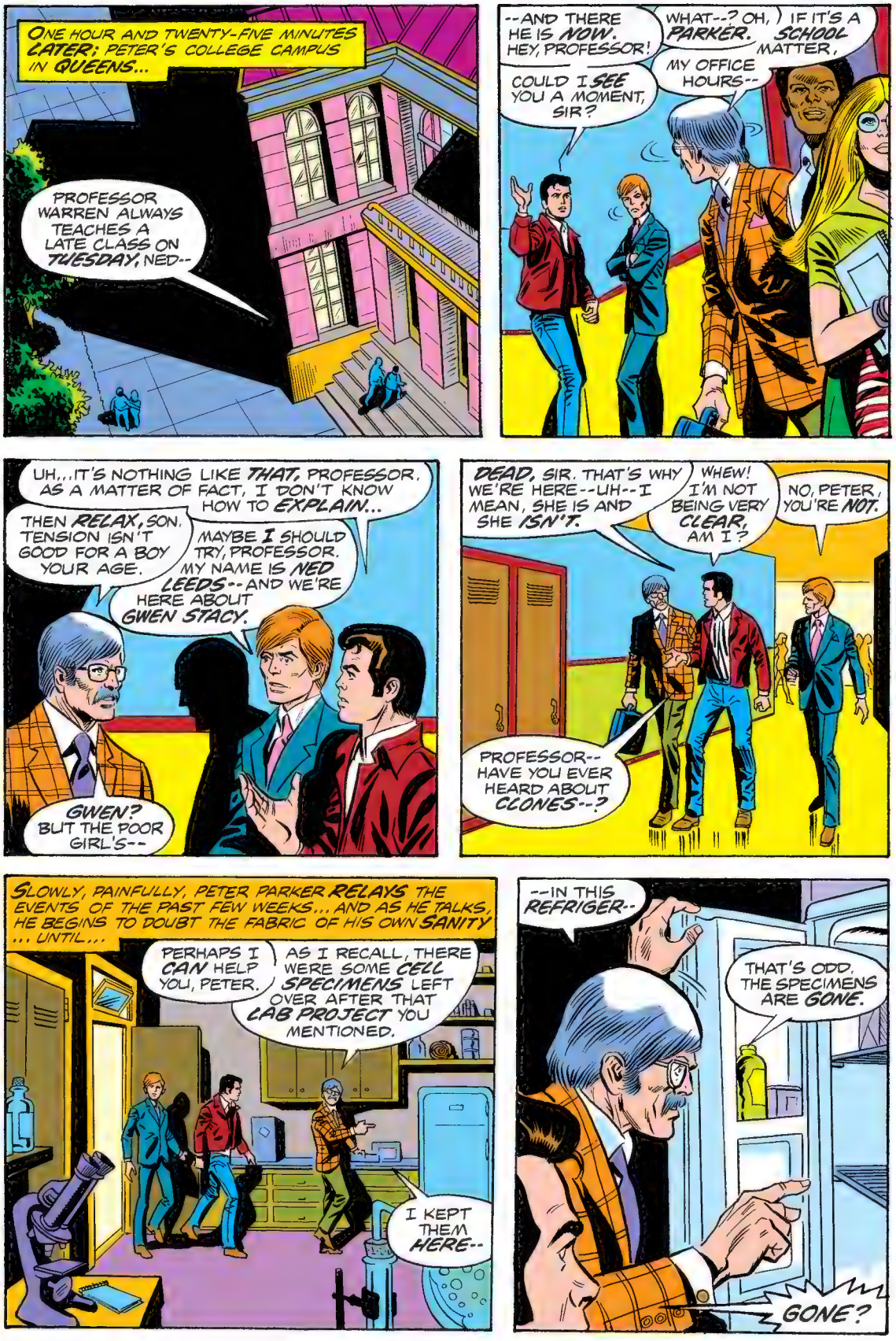
STREET SCENE: ONE HALF HOUR LATER, ON MANHATTAN'S LOWER WEST SIDE...
WELL! IF IT ISN'T PETER PARKER-- THE LONELY GIRL'S FRIEND.
UH...HELLO, MARY JANE...
HEY! THE MAN REMEMBERS MY NAME!


FOR A WHILE THERE, I'D THOUGHT YOU'D FORGOTTEN IT, FELLA--OR AT LEAST MY PHONE NUMBER.
WHAT'S WRONG-- GWEN STACY TAKE UP ALL YOUR FREE TIME THESE DAYS, NOW THAT SHE'S BACK?*
UHH...
*GWEN RETURNED IN ISSUE #144. --LEN.

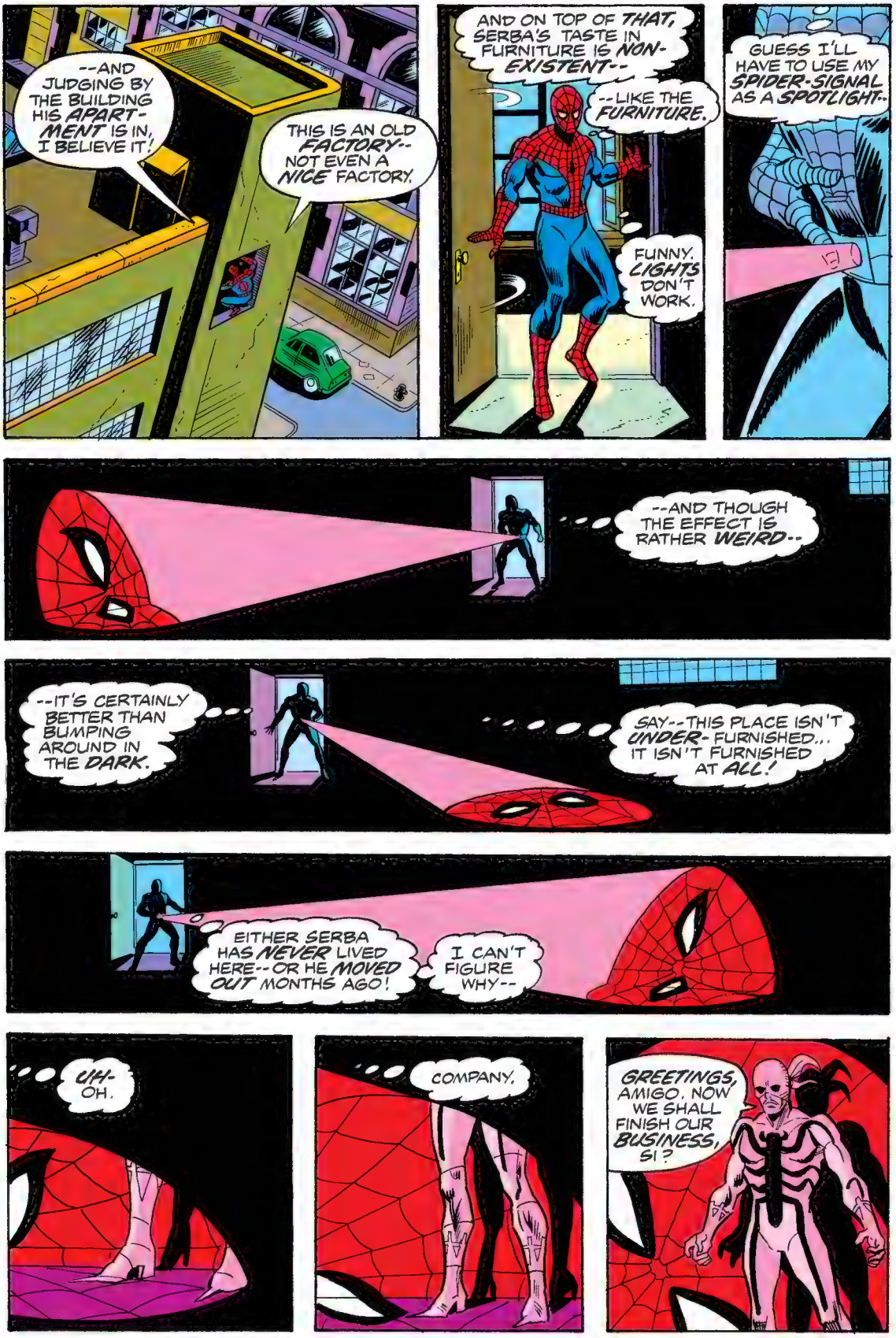
SAY, YOU LOOK ALL POOPED-OUT, TIGER. GUESS BLONDIE'S BEEN KEEPING YOU UP LATE NIGHTS--RIGHT?
COME ON, PARKER. I'M GIVING YOU A CHANCE TO DEFEND YOURSELF.
OR CAN'T YOU THINK OF SOMETHING SWEET AND ENDEARING?
UHHH,.. LISTEN, COULD WE,.. TALK ABOUT THIS SOME OTHER TIME...?
UH-UNH, FRIEND, WE'RE TALKING ABOUT IT NOW.
TODAY.
THIS MINUTE.
I HAD A LONG TALK WITH YOUR AUNT MAY THE OTHER NIGHT, PAL-- AND THAT LADY HIT THE NAIL STRAIGHT ON THE HEAD.
SHE TOLD ME--IF YOU WANT TO KEEP A MAN, YOU'VE GOT TO FIGHT FOR HIM.
AND BUDDY-- I'M FIGHTING. CONSIDER THIS A DECLARATION OF WAR.
SURE. UH-HUH. ANYTHING YOU SAY.
SNAP OUT OF IT, MAN! I'M TALKING TO YOU!
OKAY, SO SOMETHING FREAKY IS GOING ON WITH GWEN --OR WHOEVER THIS CHICK IS-- OKAY, I UNDERSTAND THAT. GOT IT?
I UNDERSTAND.
UH-HUH. THAT'S SWELL, M.J.
WHAT I'M SAYING TO YOU, PARKER, IS THIS:
IT'S HER-- OR IT'S ME.
EITHER YOU GET YOURSELF TOGETHER--
--OR I'LL GET YOU TOGETHER MYSELF!
ARE YOU LISTENING TO ME?
THUMP

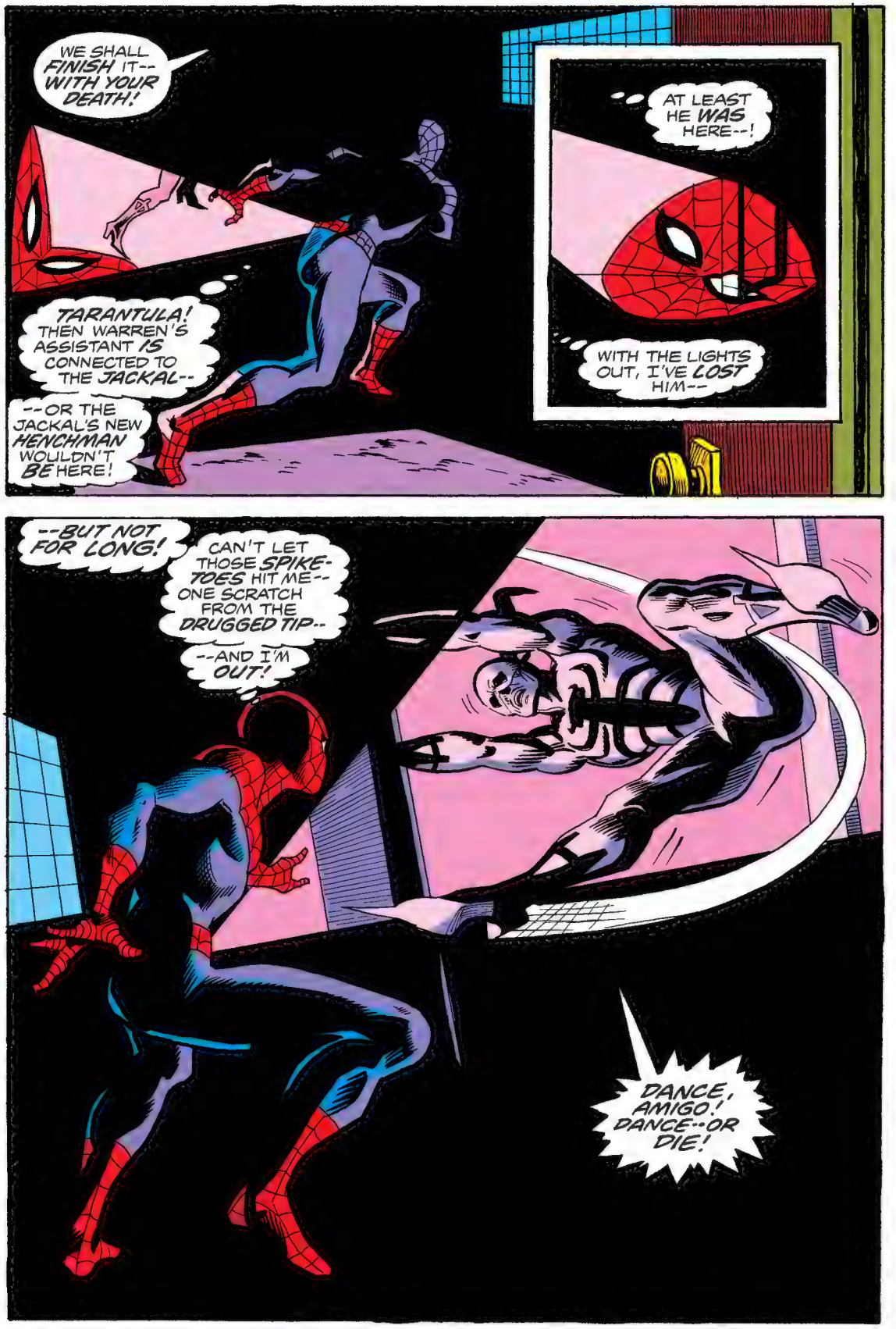

GOOD LORD... WHAT HAVE I DONE?
MARY JANE, WAIT, I--
SHE'S GONE.
PARKER, MY MAN, YOU ARE A TRULY FIRST-CLASS DODO.
YOU ARE WHAT THEY CALL IN THE TRADE-- STUPID.
THAT'S S-T-U-P-I-D.
STUPID.
YES, GANG, IT'S NOT BEEN WHAT YOU'D TERM A GREAT DAY FOR OUR HARRIED HERO. IT'S BEEN THE SORT OF DAY YOU WANT TO FORGET-- AS QUICKLY AS POSSIBLE.
PETER PARKER FORGETS THINGS BY TAKING A BATH...
(LISTEN-- SOME PEOPLE BET ON HORSES, OTHER PEOPLE TAKE BATHS. WHATEVER GETS YOU THROUGH THE NIGHT, PILGRIM...)
BROTH-ER DID I NEED THIS.
FOR THE NEXT HOUR, I'M JUST GOING TO SOAK AND--
BING-BONG
HUH? THE DOORBELL?
MARY JANE--?
MARY JA--
OH.
HELLO, NED.
SORRY YOU'RE NOT PLEASED TO SEE ME, PARKER.
MIND IF I COME IN?
WHAT? OH --SURE NED. SURE.
WANT SOME COFFEE?
THANKS.

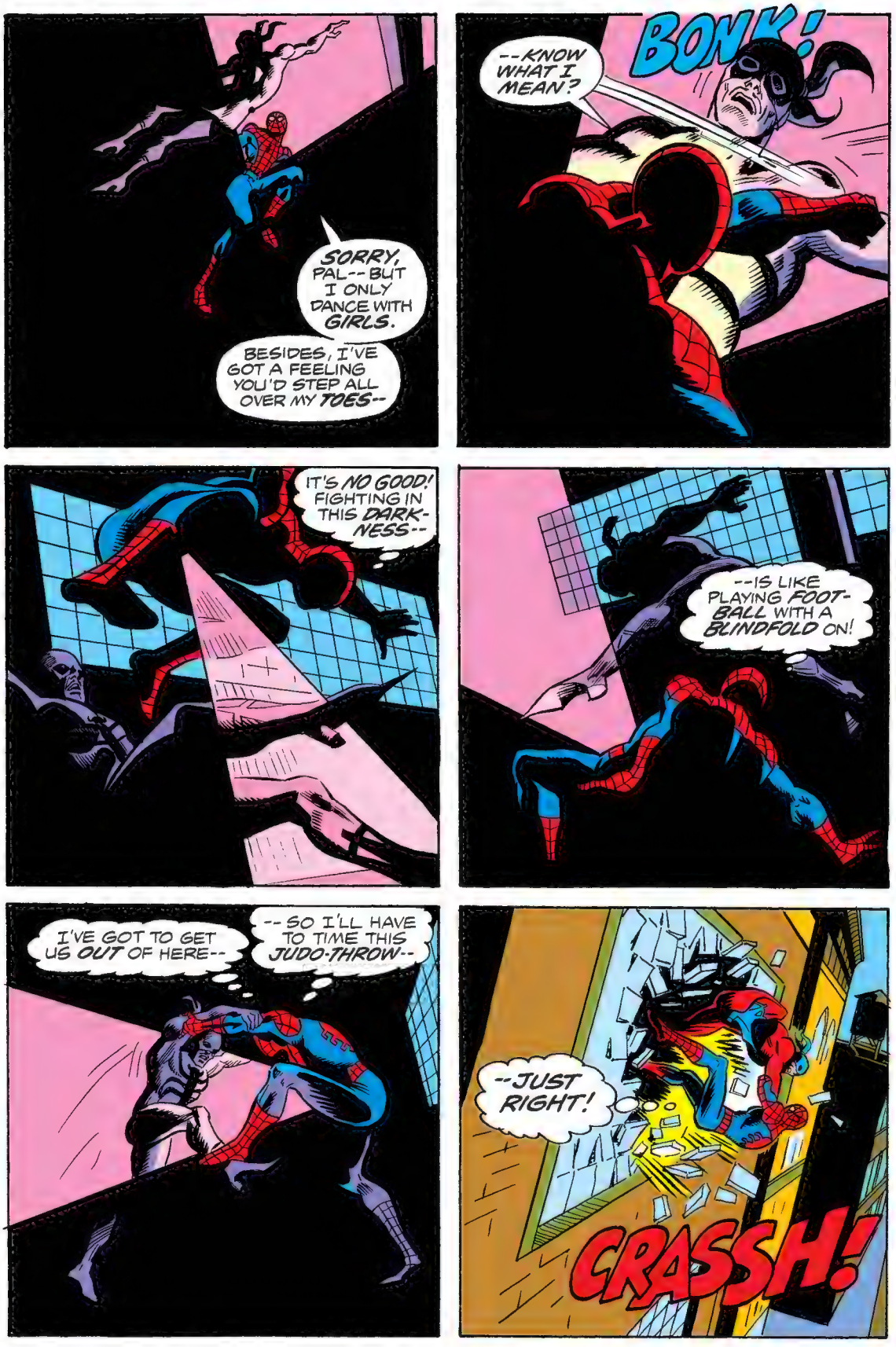
I'VE BEEN THINKING ABOUT THIS GWEN STACY THING, PETER--IN BETWEEN MY ASSIGNMENTS AT THE DAILY BUGLE--AND I'VE GOT SOME THOUGHTS TO THROW AT YOU.
SUCH AS?
ONE: THE REAL GWEN--THE GWEN WE KNOW IS DEAD.
TWO: THERE SEEMS TO BE A SECOND GWEN--A CLONE OF THE FIRST.
THIS SECOND GWEN HAS ALL THE FIRST ONE'S MEMORIES--BUT HER EXPERIENCE IS SEVERAL MONTHS OUT OF DATE.
GO ON!
YOU WANT MILK OR CREAM?
CREAM.
THREE: SOMEONE IS BEHIND THE APPEARANCE OF THIS SECOND GWEN--SOMEONE WHO MEANS EITHER YOU OR SPIDER-MAN HARM.
I SAY THAT BECAUSE SPIDER-MAN WAS ORIGINALLY BLAMED FOR GWEN STACY'S DEATH--
MILK
--BEFORE IT WAS LEARNED THAT THE GREEN GOBLIN WAS RESPONSIBLE.
FOUR: WHOEVER HAS BROUGHT GWEN BACK HAD TO HAVE HAD ACCESS TO HER CELL TISSUE WHEN SHE WAS ALIVE--
THAT'S IT, NED--I THINK YOU'VE GOT IT!
TELL ME WHAT I'VE GOT.
GWEN AND I TOOK SEVERAL CLASSES TOGETHER AT COLLEGE--ONE OF THEM PROFESSOR WARREN'S BIOLOGY CLASS! I REMEMBER THE PROFESSOR'S ASSISTANT COLLECTING CELL SAMPLES FOR SOME PROJECT OR OTHER--
--SAMPLES FROM THE ENTIRE CLASS--
--INCLUDING GWEN!
IF PROFESSOR WARREN CAN REMEMBER WHAT HAPPENED TO THOSE SAMPLES--
LET'S GO!
UH--BUT BEFORE WE DO--MAYBE I'D BETTER PUT SOME PANTS ON--!

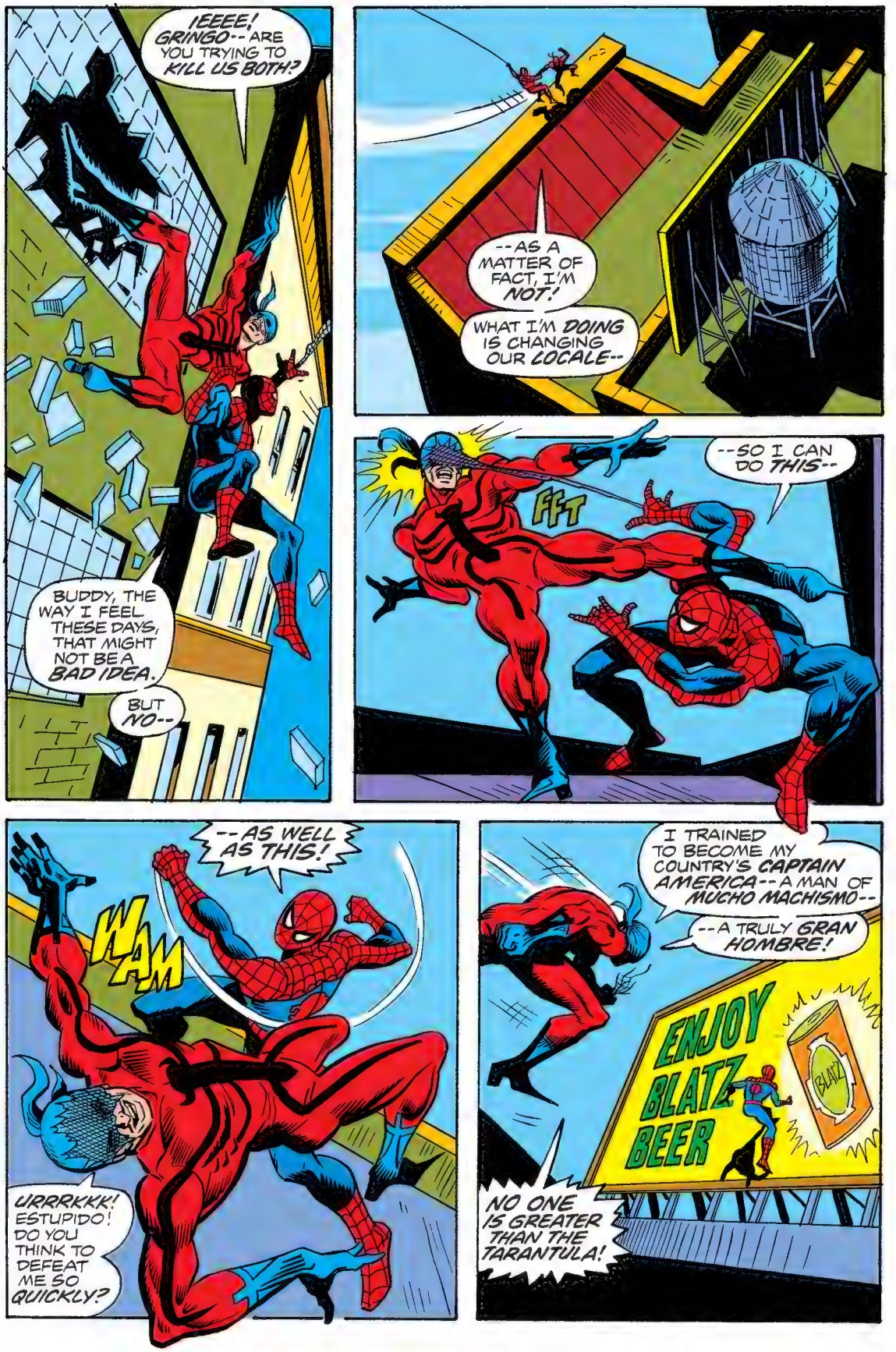

ONE HOUR AND TWENTY-FIVE MINUTES LATER: PETER'S COLLEGE CAMPUS IN QUEENS...
PROFESSOR WARREN ALWAYS TEACHES A LATE CLASS ON TUESDAY, NED--
--AND THERE HE IS NOW. HEY, PROFESSOR!
WHAT--? OH, PARKER.
IF IT'S A SCHOOL MATTER, MY OFFICE HOURS--
COULD I SEE YOU A MOMENT, SIR?
UH,..IT'S NOTHING LIKE THAT, PROFESSOR. AS A MATTER OF FACT, I DON'T KNOW HOW TO EXPLAIN...
THEN RELAX, SON. TENSION ISN'T GOOD FOR A BOY YOUR AGE.
MAYBE I SHOULD TRY, PROFESSOR. MY NAME IS NED LEEDS--AND WE'RE HERE ABOUT GWEN STACY.
GWEN? BUT THE POOR GIRL'S--
DEAD, SIR. THAT'S WHY WE'RE HERE--UH--I MEAN, SHE IS AND SHE ISN'T.
WHEW! I'M NOT BEING VERY CLEAR, AM I?
NO, PETER, YOU'RE NOT.
PROFESSOR--HAVE YOU EVER HEARD ABOUT CLONES--?
SLOWLY, PAINFULLY, PETER PARKER RELAYS THE EVENTS OF THE PAST FEW WEEKS... AND AS HE TALKS, HE BEGINS TO DOUBT THE FABRIC OF HIS OWN SANITY ... UNTIL...
PERHAPS I CAN HELP YOU, PETER.
AS I RECALL, THERE WERE SOME CELL SPECIMENS LEFT OVER AFTER THAT LAB PROJECT YOU MENTIONED.
I KEPT THEM HERE--
--IN THIS REFRIGER--
THAT'S ODD, THE SPECIMENS ARE GONE.
GONE?

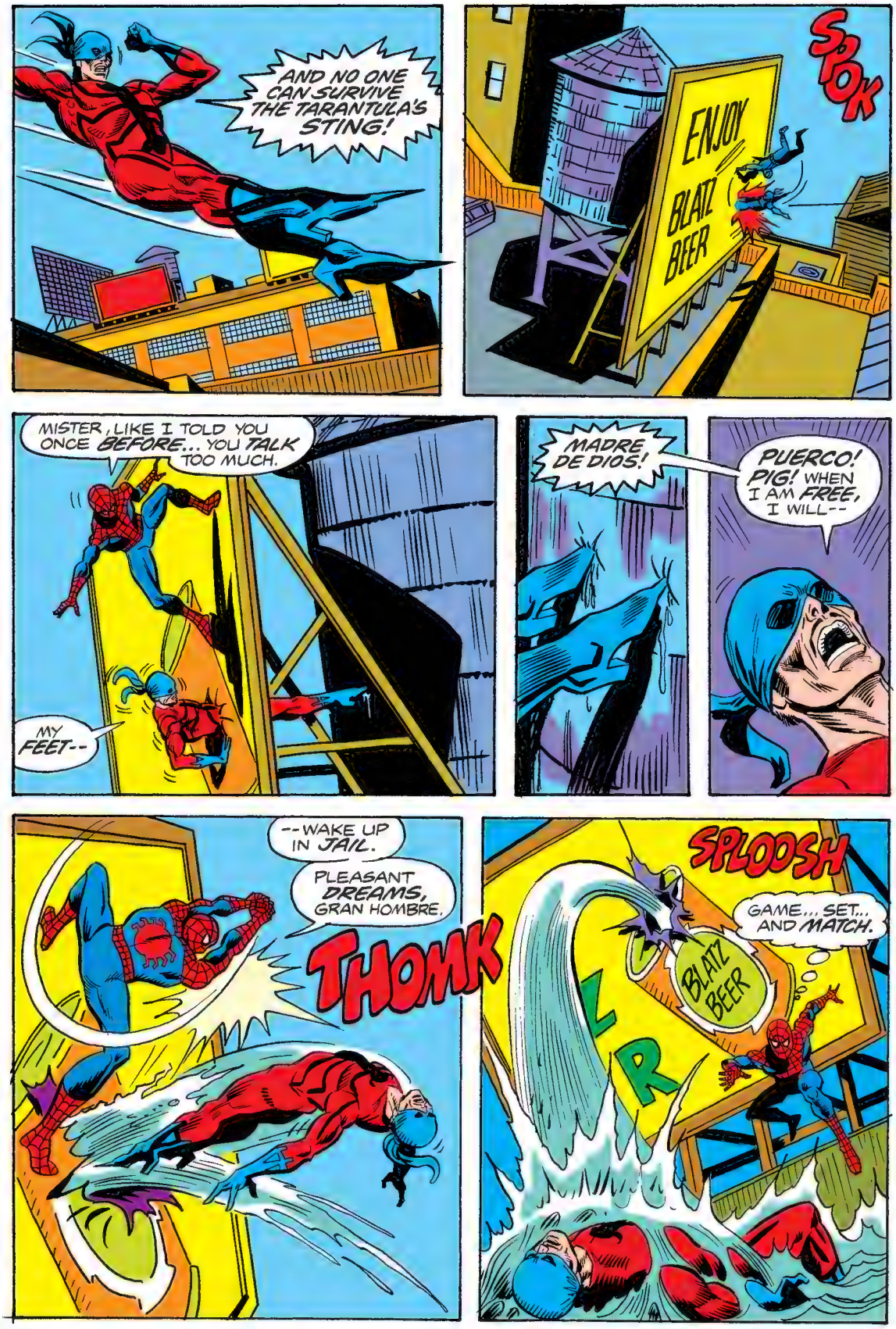
I AFRAID SO, PETER-- AND I'VE A FAIR IDEA WHO MIGHT HAVE TAKEN THEM.
MY ASSISTANT AT THAT TIME--
--ANTHONY SERBA.
BUT AS TO HIS WHERE-ABOUTS--
I CAN'T HELP YOU. SERBA DISAP-PEARED SOME MONTHS AGO.
THANKS, PROFESSOR WARREN.
NED AND I WILL TAKE IT FROM HERE.
AND, WHEN THE TWO FRIENDS GET OUTSIDE...
PETER, YOU TRY TO TRACK DOWN SERBA'S OLD ADDRESS FROM THE REGISTRAR'S OFFICE. I'M HEADING BACK TO THE BUGLE--
--TO FIND OUT IF ANY-ONE'S LOCATED GWEN.
LEAVE A MESSAGE FOR ME THERE WHEN YOU FIND THE ADDRESS. TILL THEN, BUDDY--
ADIOS, AMIGO!
TRANSITION:
A GOODLY TIME AFTER THE PREVIOUS SCENE, IN THE PART OF MANHATTAN KNOWN AS MIDTOWN EAST...
SERBA SEEMS TO BE ONE OF THOSE PATHETIC GUYS--
--THE KIND WHO DEVOTE THEMSELVES ENTIRELY TO THEIR WORK, TO THE EX-CLUSION OF EVERY-THING ELSE!
HIS FILE SAID HE HAS NO KNOWN INTERESTS OTHER THAN HIS WORK--

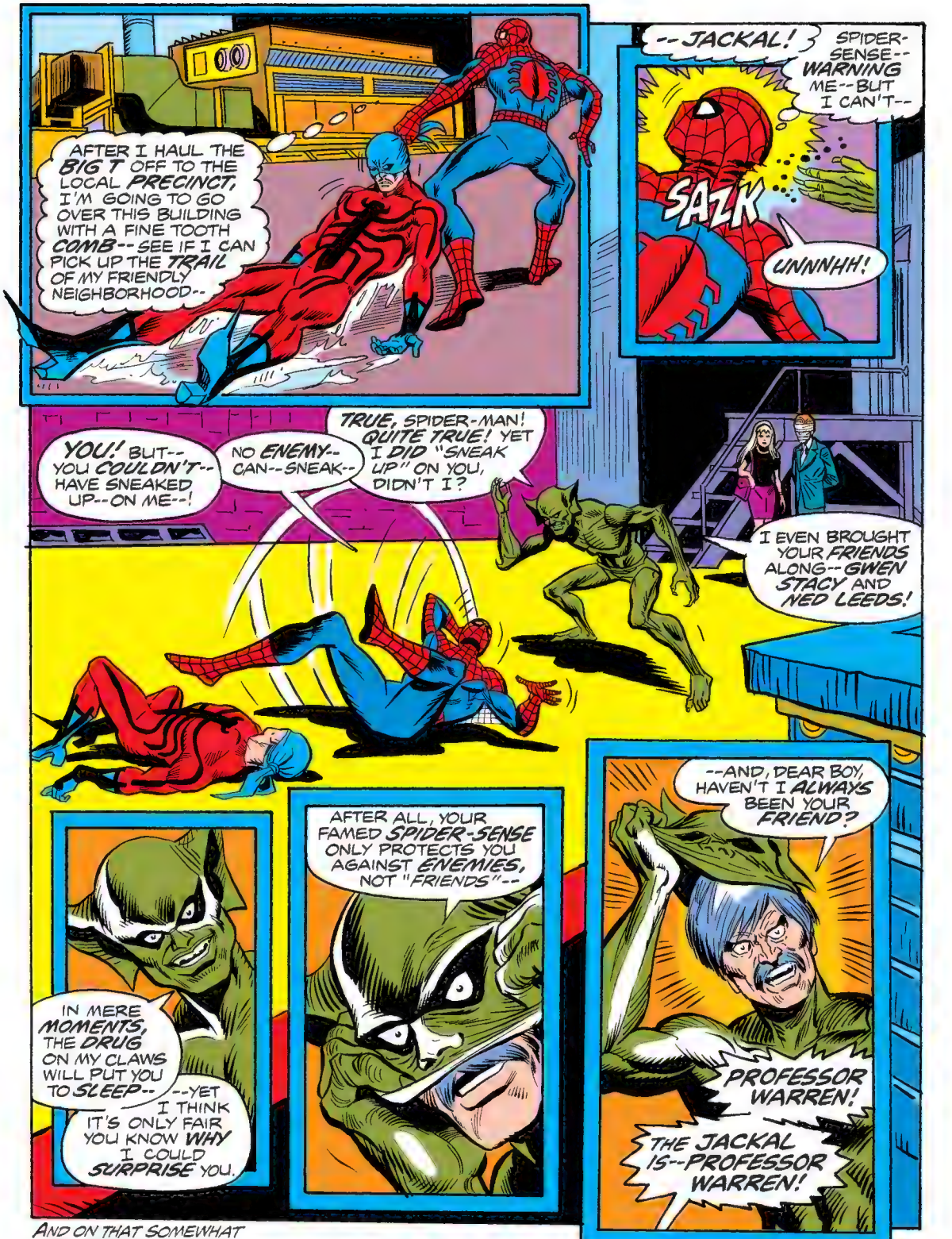

--AND JUDGING BY THE BUILDING HIS APART-MENT IS IN, I BELIEVE IT!
THIS IS AN OLD FACTORY-- NOT EVEN A NICE FACTORY.
AND ON TOP OF THAT, SERBA'S TASTE IN FURNITURE IS NON-EXISTENT--
--LIKE THE FURNITURE.
FUNNY. LIGHTS DON'T WORK.
GUESS I'LL HAVE TO USE MY SPIDER-SIGNAL AS A SPOTLIGHT.
--AND THOUGH THE EFFECT IS RATHER WEIRD--
--IT'S CERTAINLY BETTER THAN BUMPING AROUND IN THE DARK.
SAY--THIS PLACE ISN'T UNDER-FURNISHED... IT ISN'T FURNISHED AT ALL!
EITHER SERBA HAS NEVER LIVED HERE--OR HE MOVED OUT MONTHS AGO!
I CAN'T FIGURE WHY--
UH-OH.
COMPANY.
GREETINGS, AMIGO. NOW WE SHALL FINISH OUR BUSINESS, SI?


WE SHALL FINISH IT-- WITH YOUR DEATH!
TARANTULA! THEN WARREN'S ASSISTANT IS CONNECTED TO THE JACKAL--
--OR THE JACKAL'S NEW HENCHMAN WOULDN'T BE HERE!
AT LEAST HE WAS HERE--!
WITH THE LIGHTS OUT, I'VE LOST HIM--
--BUT NOT FOR LONG!
CAN'T LET THOSE SPIKE-TOES HIT ME-- ONE SCRATCH FROM THE DRUGGED TIP--
--AND I'M OUT!
DANCE, AMIGO! DANCE--OR DIE!


SORRY, PAL-- BUT I ONLY DANCE WITH GIRLS.
BESIDES, I'VE GOT A FEELING YOU'D STEP ALL OVER MY TOES--
--KNOW WHAT I MEAN?
BONK!
IT'S NO GOOD! FIGHTING IN THIS DARK-NESS--
--IS LIKE PLAYING FOOT-BALL WITH A BLINDFOLD ON!
I'VE GOT TO GET US OUT OF HERE--
-- SO I'LL HAVE TO TIME THIS JUDO-THROW--
--JUST RIGHT!
CRASSH!


¡EEEE! GRINGO--ARE YOU TRYING TO KILL US BOTH?
BUDDY, THE WAY I FEEL THESE DAYS, THAT MIGHT NOT BE A BAD IDEA.
BUT NO--
--AS A MATTER OF FACT, I'M NOT!
WHAT I'M DOING IS CHANGING OUR LOCALE--
FFT
--SO I CAN DO THIS--
--AS WELL AS THIS!
WAM
URRRKKK! ESTUPIDO! DO YOU THINK TO DEFEAT ME SO QUICKLY?
I TRAINED TO BECOME MY COUNTRY'S CAPTAIN AMERICA--A MAN OF MUCHO MACHISMO--
--A TRULY GRAN HOMBRE!
ENJOY BLATZ BEER
BLATZ
NO ONE IS GREATER THAN THE TARANTULA!


AND NO ONE CAN SURVIVE THE TARANTULA'S STING!
SPOK
ENJOY
BLATZ BEER
MISTER, LIKE I TOLD YOU ONCE BEFORE... YOU TALK TOO MUCH.
MY FEET--
MADRE DE DIOS!
PUERCO! PIG! WHEN I AM FREE, I WILL--
--WAKE UP IN JAIL.
PLEASANT DREAMS, GRAN HOMBRE.
THOMK
SPLOOSH
GAME... SET... AND MATCH.
BLATZ BEER


AFTER I HAUL THE BIG T OFF TO THE LOCAL PRECINCT, I'M GOING TO GO OVER THIS BUILDING WITH A FINE TOOTH COMB--SEE IF I CAN PICK UP THE TRAIL OF MY FRIENDLY NEIGHBORHOOD--
--JACKAL!
SPIDER-SENSE--WARNING ME--BUT I CAN'T--
SAZK
UNNNHH!
I EVEN BROUGHT YOUR FRIENDS ALONG--GWEN STACY AND NED LEEDS!
TRUE, SPIDER-MAN! QUITE TRUE! YET I DID "SNEAK UP" ON YOU, DIDN'T I?
NO ENEMY--CAN--SNEAK--
YOU! BUT--YOU COULDN'T--HAVE SNEAKED UP--ON ME--!
--AND, DEAR BOY, HAVEN'T I ALWAYS BEEN YOUR FRIEND?
PROFESSOR WARREN!
THE JACKAL IS--PROFESSOR WARREN!
AFTER ALL, YOUR FAMED SPIDER-SENSE ONLY PROTECTS YOU AGAINST ENEMIES, NOT "FRIENDS"--
IN MERE MOMENTS, THE DRUG ON MY CLAWS WILL PUT YOU TO SLEEP--
--YET I THINK IT'S ONLY FAIR YOU KNOW WHY I COULD SURPRISE YOU.

AND ON THAT SOMEWHAT BIZARRE NOTE, LADIES AND GENTLEMEN, WE TAKE OUR LEAVE--PROMISING TO CONCLUDE THIS SIX-PART STORY IN OUR NEXT STARTLING ISSUE, WITH A TALE ENTITLED:

EVEN IF I LIVE--I DIE!

BELIEVE US, TIGER--IT'S A WOW!

SPIDER-MAN
MARVEL COMICS GROUP™
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the AMAZING SPIDER-MAN®
ONE WEB-SLINGER MUST SLAY THE OTHER-- OR NED LEEDS IS DOOMED!
EITHER WAY, THE JACKAL WILL HAVE HIS REVENGE!
THIS IS IT!
THE ASTONISHING CLIMAX OF THE SPIDEY-JACKAL WAR...
"EVEN IF I LIVE...I DIE!"

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN™

GERRY CONWAY AUTHOR * ROSS ANDRU ARTIST * MIKE ESPOSITO EMBELLISHER * ANNETTE K., LETTERER, VANICE C., COLORIST * MARV WOLFMAN EDITOR

SHARDS AND SPLINTERS OF TIME: ONLY A FEW SECONDS AGO (ACTUALLY, LAST ISSUE), OUR FAVORITE WALL-CRAWLER EXPERIENCED THE SECOND-GREATEST SHOCK OF HIS LIFE, WHEN HE DISCOVERED THAT THE MYSTERIOUS JACKAL WAS IN ACTUALITY--
PROFESSOR WARREN-- PETER PARKER'S BIOLOGY TEACHER! BUT--BUT THAT'S-- INSANE--!
VERY TRUE, SPIDER-MAN... BUT WHAT ELSE WOULD YOU EXPECT FROM A STORY TITLED (RATHER OBSCURELY, WE ADMIT)...
"Even if I live, I DIE!"

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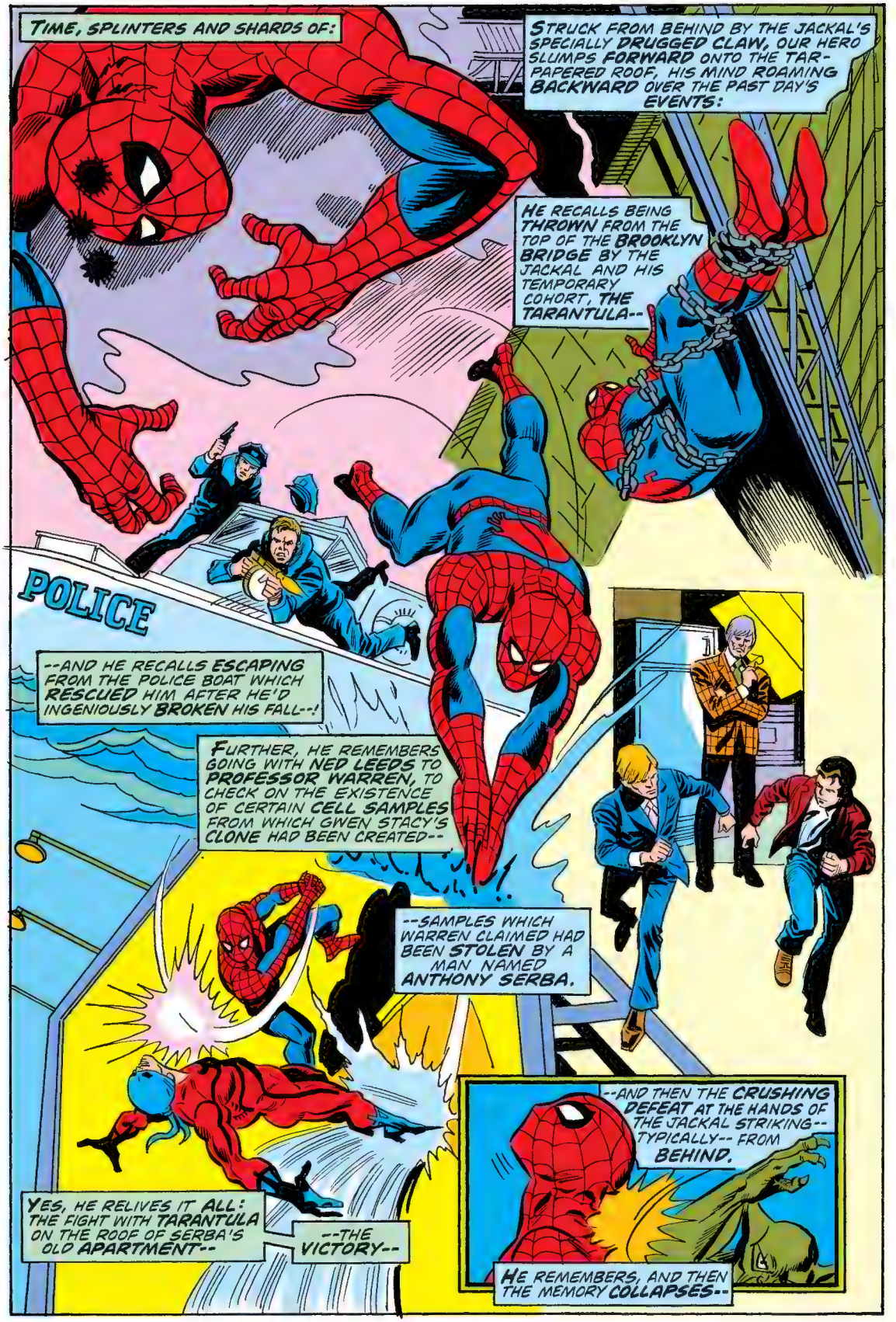

TIME, SPLINTERS AND SHARDS OF:
STRUCK FROM BEHIND BY THE JACKAL'S SPECIALLY DRUGGED CLAW, OUR HERO SLUMPS FORWARD ONTO THE TAR-PAPERED ROOF, HIS MIND ROAMING BACKWARD OVER THE PAST DAY'S EVENTS:
HE RECALLS BEING THROWN FROM THE TOP OF THE BROOKLYN BRIDGE BY THE JACKAL AND HIS TEMPORARY COHORT, THE TARANTULA--
POLICE
--AND HE RECALLS ESCAPING FROM THE POLICE BOAT WHICH RESCUED HIM AFTER HE'D INGENIOUSLY BROKEN HIS FALL--!
FURTHER, HE REMEMBERS GOING WITH NED LEEDS TO PROFESSOR WARREN, TO CHECK ON THE EXISTENCE OF CERTAIN CELL SAMPLES FROM WHICH GWEN STACY'S CLONE HAD BEEN CREATED--
--SAMPLES WHICH WARREN CLAIMED HAD BEEN STOLEN BY A MAN NAMED ANTHONY SERBA.
--AND THEN THE CRUSHING DEFEAT AT THE HANDS OF THE JACKAL STRIKING-- TYPICALLY-- FROM BEHIND.
HE REMEMBERS, AND THEN THE MEMORY COLLAPSES--
YES, HE RELIVES IT ALL: THE FIGHT WITH TARANTULA ON THE ROOF OF SERBA'S OLD APARTMENT--
--THE VICTORY--

--INTO SPLINTERS AND SHARDS.
WHEN HE NEXT AWAKES--
--IT'S TO FIND HIMSELF IN AN ABANDONED TENEMENT IN LOWER MANHATTAN--
--VERY SECURELY BOUND.
HAD A NICE NAP, WEB-HEAD?
HUH? WHO--?
OH. IT'S YOU.
DON'T BE SO DISAPPOINTED, SPIDER-MAN. I'VE GONE TO A GREAT DEAL OF TROUBLE TO BRING YOU HERE.
HURRAY, HURRAY.
TSK-TSK. THIS IS MY MOMENT OF TRIUMPH, YOU KNOW.
THIS IS WHEN I HAVE MY REVENGE. TRY NOT TO SPOIL IT... OKAY?
PROFESSOR, IF THERE'S ONE THING THIS IS NOT--
--IT'S OKAY!
LUCKILY, THESE STRAPS OF YOURS ARE LIKE TISSUE PAPER--
--AT LEAST, FOR A GUY WITH SPIDER-STRENGTH!
ANYTHING YOU WANT TO SAY BEFORE I TEAR YOU APART?
ONLY THIS, DEAR BOY:
YOU HAVEN'T A CHANCE!

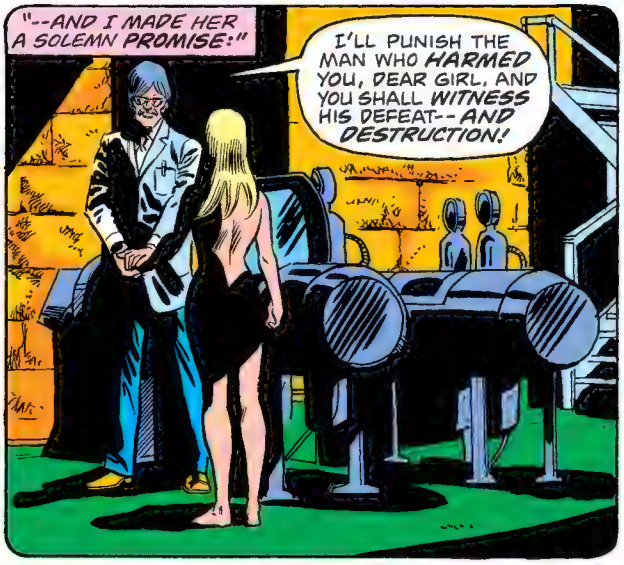
LOOK, PROFESSOR, LET'S STOP PLAYING GAMES. YOU'RE A SICK MAN... BUT THAT'S ONLY GOOD FOR SO MUCH.
I MAY BE SICK, SPIDER-MAN... BUT I'M NOT A MURDERER.
KEEP PUSHING ME, AND I'LL PUSH BACK-- HARD.
YOU ARE.
THAT DOES IT.
YOU ARE THROUGH.
HUH--?
SURPRISED AT MY AGILITY, PARKER? DON'T BE,
SNAK
YOU FORGET-- I'M THE JACKAL--
--AND THE JACKAL HAS SHINY CLAWS!
IF YOU'VE DRUGGED ME AGAIN, I'LL--
NO DRUGS THIS TIME, PARKER--
SKRAK
--I DON'T REQUIRE THEM!
SKAK
I CAN DESTROY YOU MYSELF--

THUS!
SLASH
SLAK
AND THUS!
STILL GROGGY FROM THAT LAST KNOCK-OUT! REACTION TIME TOO SLOW--
--CAN'T DEFEND-- MYSELF--
--BUT I HAVE TO--
--HAVE-- TO--
UMMPPHH!
WHUMP
I WANTED TO PROVE TO MYSELF-- AND TO YOU-- HOW EASILY I CAN DEFEAT YOU, SPIDER-MAN!
YOU ARE NOTHING--
YOU AREN'T EVEN FIT TO SOIL MY HANDS!
--NOTHING!
BOMP
COME ON, PARKER... STAND UP. THIS MAN... IS YOUR MORTAL ENEMY.
STAND UP, YOU LAZY NO-GOOD--
THUMP

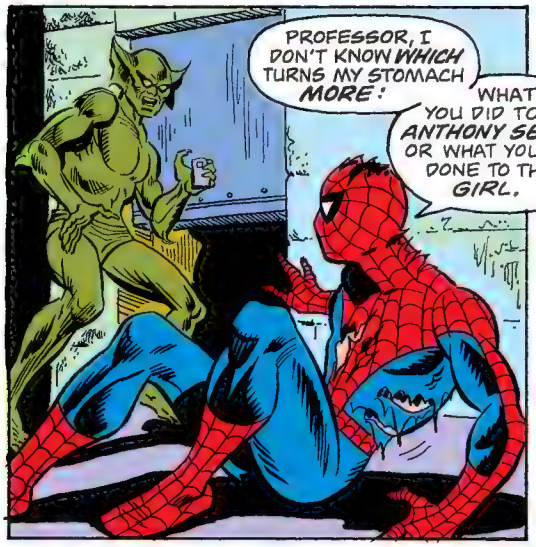
AND SO IT ENDS, DEAR ENEMY. THE BATTLE WE'VE FOUGHT THESE MANY MONTHS IS FINALLY OVER.
YOU'RE PROBABLY ASKING YOURSELF: "WHY? WHY DOES HE HATE ME? WHY IS HE GOING TO KILL ME?"
I'LL TELL YOU WHY, PARKER. I HATE YOU BECAUSE YOU'RE YOUNG. I HATE YOU BECAUSE YOU WERE LOVED BY GWEN STACY.
AND I HATE YOU-- BECAUSE YOU LET HER DIE!
"FROM THE DAY I FIRST SAW GWEN STACY, I--ADMIRED HER. SHE WAS A GOOD STUDENT, BRIGHT AND ATTENTIVE--PERHAPS SHE REMINDED ME OF THE DAUGHTER I NEVER HAD.
"WHATEVER THE REASON FOR THE ATTRACTION, I FELT DRAWN TO HER--PROTECTIVE-- FATHERLY.
"AND WHEN SHE DIED--
CO-ED BELIEVED SLAIN BY SPIDER-
--WHEN SHE DIED--
GWEN STACY
SPIDERMAN
"--SOMETHING DIED WITHIN ME, TOO.
"I CRIED THAT DAY, PARKER.
"LORD, HOW I CRIED.
"THE NEXT DAY WAS A BLUR, PASSING QUICKLY, UNTIL...
PROFESSOR WARREN-- LOOK AT THIS. THE CLONING EXPERI-MENT SUCCEEDED!
WE'VE PRODUCED A LIVING FROG!
THAT'S VERY INTERESTING, SERBA... EXTREMELY INTERESTING. YES...YES, INDEED.
I THINK...YES, I BELIEVE I'VE SOME-THING TO SHOW YOU...!

"REMEMBER THOSE TISSUE SAMPLES YOU AND NED LEEDS ASKED ME ABOUT?* SERBA DIDN'T TAKE THEM, PARKER... I DID...
*LAST ISSUE. --MARV.
"I GAVE THEM TO HIM AND TOLD HIM THEY WERE SAMPLES FROM A RAT.
"HE WAS SO EXCITED--
"--THOUGH NOT AS EXCITED AS HE WAS FOUR WEEKS LATER, WHEN--
PROFESSOR! THOSE SAMPLES-- I'VE CLONED BOTH SUBJECTS--
--AND THEY'RE HUMAN!
WE HAVE TO DESTROY THEM AT ONCE!
DESTROY THEM? DESTROY THEM?
FOOL--WHY DO YOU THINK I WANTED THEM CLONED?
BE SILENT BEFORE EVERYONE HEARS--
UNK
--YOU.
LORD IN HEAVEN... HE'S DEAD.
BUT... I COULDN'T HAVE KILLED HIM...
...NOT ME...
...NOT ME...
...NOT ME...
"OVER AND OVER, WHILE I DISPOSED OF SERBA'S BODY, I KEPT REPEATING THAT PHRASE TO MYSELF--
--CONVINCING MYSELF I HADN'T KILLED SERBA, THAT THE MURDERER WAS SOMEONE ELSE--
"--WHICH, OF COURSE, HE WAS.
--BY FAR THE MOST COWARDLY OF PREDATORS IS THE JACKAL, A MEMBER OF THE CANINE SPECIES WHO--
THE JACKAL... THAT'S WHO KILLED SERBA... NOT ME.
THE JACKAL.

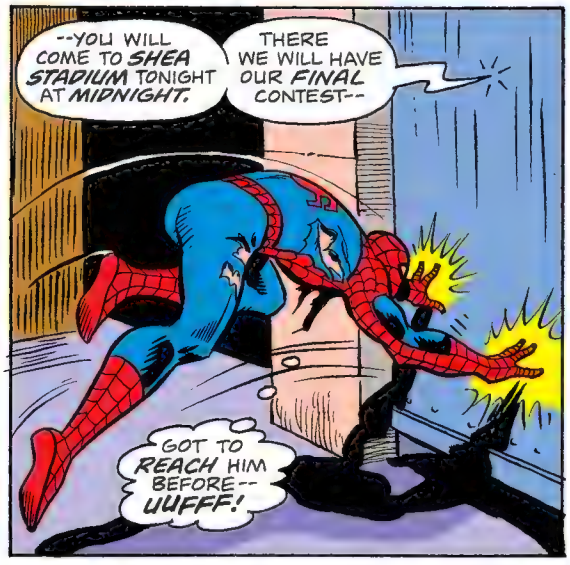
"THE NEXT SEVERAL MONTHS WERE QUITE BUSY ONES, PARKER. I HAD TO CARE FOR THE CLONES, DESIGN MY JACKAL EQUIPMENT AND COSTUME, TRAIN MYSELF ATHLETICALLY, ALL THE WHILE BEING DRIVEN BY ONE CONSUMING PASSION:
"THE RE-CREATION OF A WOMAN I--THAT IS, A GIRL I FELT--I--
"THE RE-CREATION OF GWEN STACY--AND THE ACTING OUT OF MY REVENGE FOR HER SAVAGE SLAYING!
"AT LAST, THE DAY CAME--
"--HER CLONE CASKET OPENED WITH A PNEUMATIC SIGH--
"--AND I FOUND MYSELF LOOKING AT BEAUTY, CHASTE AND PURE, UNSULLIED BY THE FILTH OF A WORLD GONE MAD.
"NATURALLY, SHE WAS COMPLETELY INNOCENT--
"--WITHOUT THE SLIGHTEST MEMORY OF HER LAST FEW HOURS OF LIFE.
"I HELPED HER FROM THE CASKET--


"--AND I MADE HER A SOLEMN PROMISE:"
I'LL PUNISH THE MAN WHO HARMED YOU, DEAR GIRL, AND YOU SHALL WITNESS HIS DEFEAT--AND DESTRUCTION!

THE NEXT FEW MONTHS WERE SPENT RE-EDUCATING GWEN TO REALITY.
HER MEMORY WAS INTACT, BUT BURIED. I BROUGHT IT OUT THROUGH HYPNOSIS--
--AND GAVE HER THE COMMAND TO OBEY ME WHENEVER I CALLED!

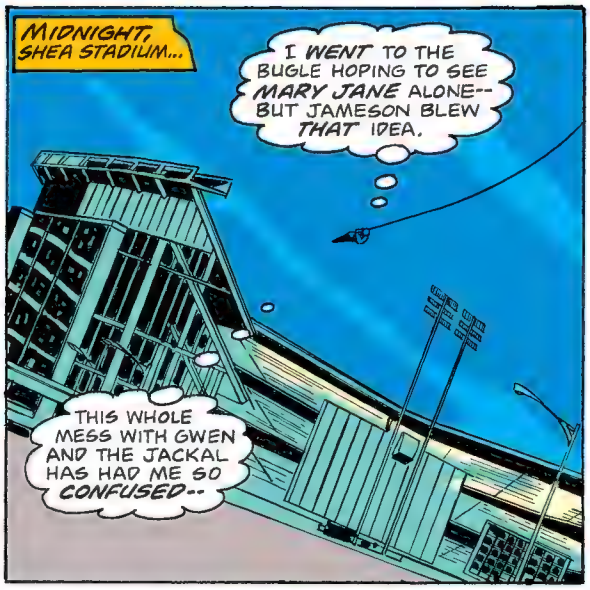

PROFESSOR, I DON'T KNOW WHICH TURNS MY STOMACH MORE:
WHAT YOU DID TO ANTHONY SERBA--OR WHAT YOU'VE DONE TO THAT GIRL.

YOU MEAN GWEN STACY, MR. PARKER--AND IF YOU EVER WISH TO SEE HER AGAIN--
HUH? WAITAMINNIT!


--YOU WILL COME TO SHEA STADIUM TONIGHT AT MIDNIGHT.
THERE WE WILL HAVE OUR FINAL CONTEST--
GOT TO REACH HIM BEFORE--UUFF!

--BETWEEN YOU AND YOUR HIDDEN SELF!
DON'T FRET, JACKAL. I'LL BE THERE.
YOU CAN BET YOUR CRUMMY LIFE.

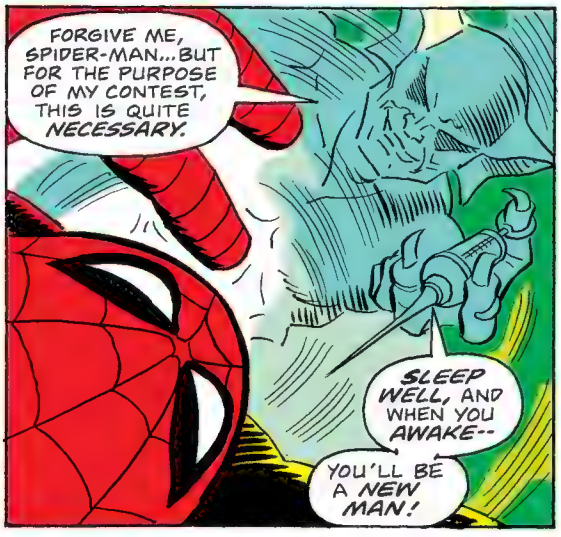
SHORTLY, IN J. JONAH JAMESON'S OFFICE AT THE DAILY BUGLE...
HERE, BETTY...DRINK SOME WATER. IT'LL MAKE YOU FEEL BETTER.
I-I CAN'T, MR. JAMESON. WH-WHEN I'M UPSET, DRINKING WATER GIVES ME THE HICCUPS!
OH, MARY JANE--WHAT WILL I DO?
JUST TRY TO RELAX, KID. NED WILL TURN UP. HE AND PARKER ARE LIKE A PAIR OF BAD PENNIES THAT WAY.
B-BUT IT ISN'T JUST NED, MARY JANE, GWEN IS GONE, TOO!
HUH? WHAT'S THAT?
GWEN WAS LIVING WITH ME UNTIL SHE BECAME S-SETTLED... BUT SHE HASN'T RETURNED TO OUR APARTMENT FOR TWO DAYS!
NED AND PETER VANISHED LAST NIGHT, AND I HAVEN'T SEEN EITHER--
SOMEBODY MENTION MY NAME?
YEAH, PARKER--
PETER! THANK HEAVEN YOU'RE BACK! WHERE'S NED?
--JUST WHAT HAVE YOU AND NED LEEDS BEEN DOING THE PAST TWO DAYS?
ME? NED LEEDS?
JONAH, I HATE TO SAY IT--
--BUT I DON'T KNOW WHAT YOU'RE TALKING ABOUT!
I HAVEN'T SEEN NED IN ALMOST A WEEK!
YOU WHAT?
ROBINSON, GRAB ME. IF SOMEONE DOESN'T RESTRAIN ME--I MIGHT COMMIT MURDER!
NED'S MISSING, JONAH?
WHAT DID I JUST TELL YOU, YOU HALF-BRAINED BABOON?
EASY, JONAH. DON'T WORRY, BETTY. CALM DOWN, MJ.
I'LL FIND NED--NO PROBLEM!

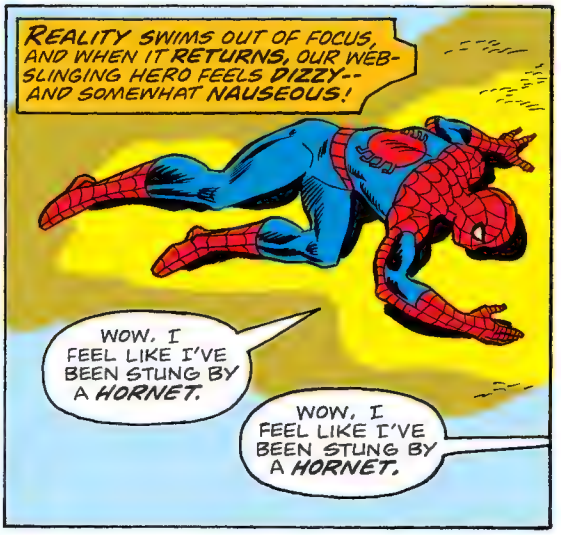

MIDNIGHT, SHEA STADIUM...
I WENT TO THE BUGLE HOPING TO SEE MARY JANE ALONE-- BUT JAMESON BLEW THAT IDEA.
THIS WHOLE MESS WITH GWEN AND THE JACKAL HAS HAD ME SO CONFUSED--

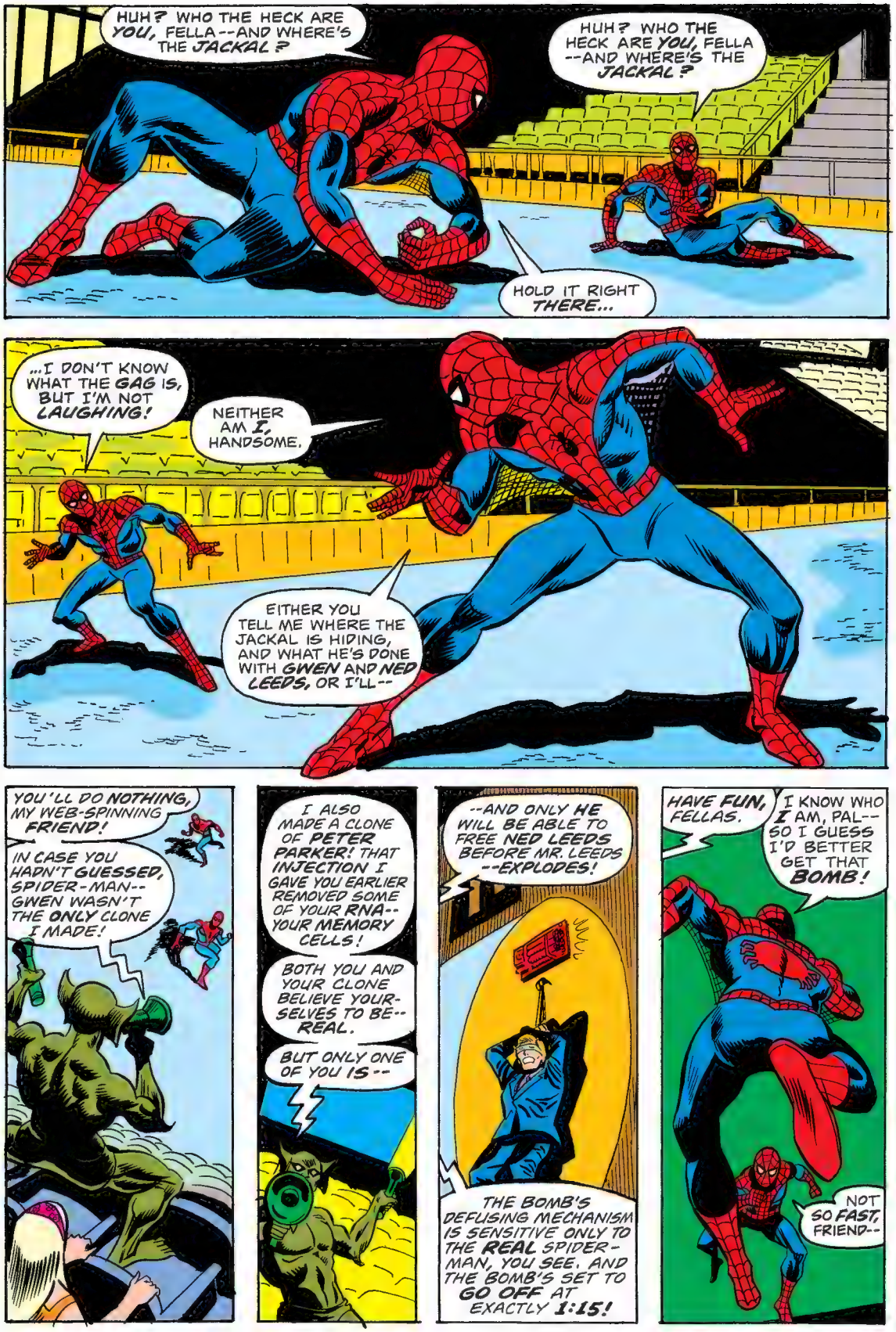
--I HAVEN'T HAD THE CHANCE TO SIT DOWN WITH MJ AND TALK, SEEING GWEN ALIVE AFTER ALL THESE MONTHS, THEN FIGHTING THE JACKAL-- IT'S ALL BEEN EATING AT MY MIND!
FOR A WHILE, I HAVEN'T KNOWN WHICH END IS UP-- OR EVEN WHAT'S IMPORTANT TO ME, PETER PARKER!

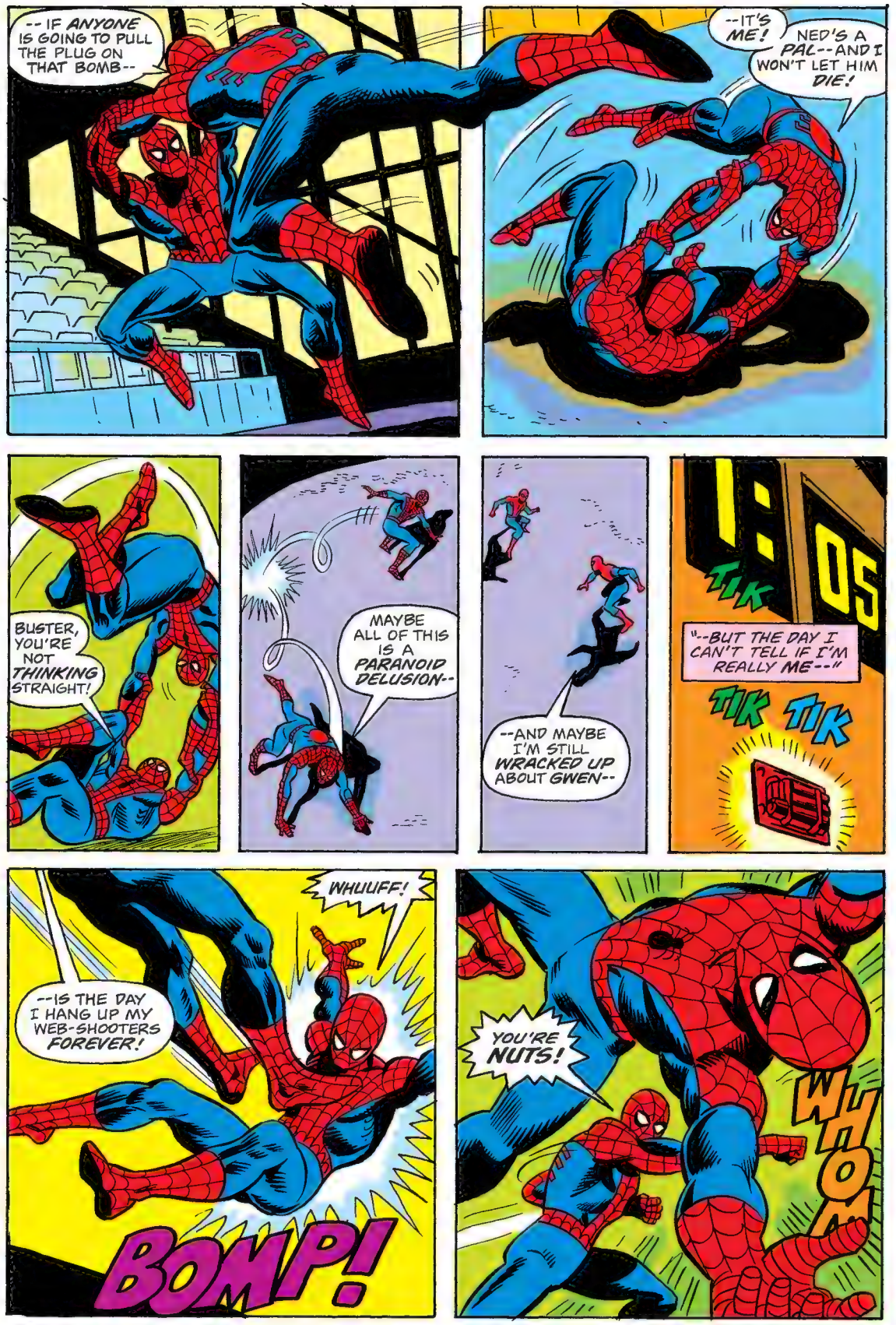
FORTUNATELY, THAT'S OVER NOW.
EXIT-5
I KNOW WHAT'S IMPORTANT-- OR RATHER, WHO'S IMPORTANT.

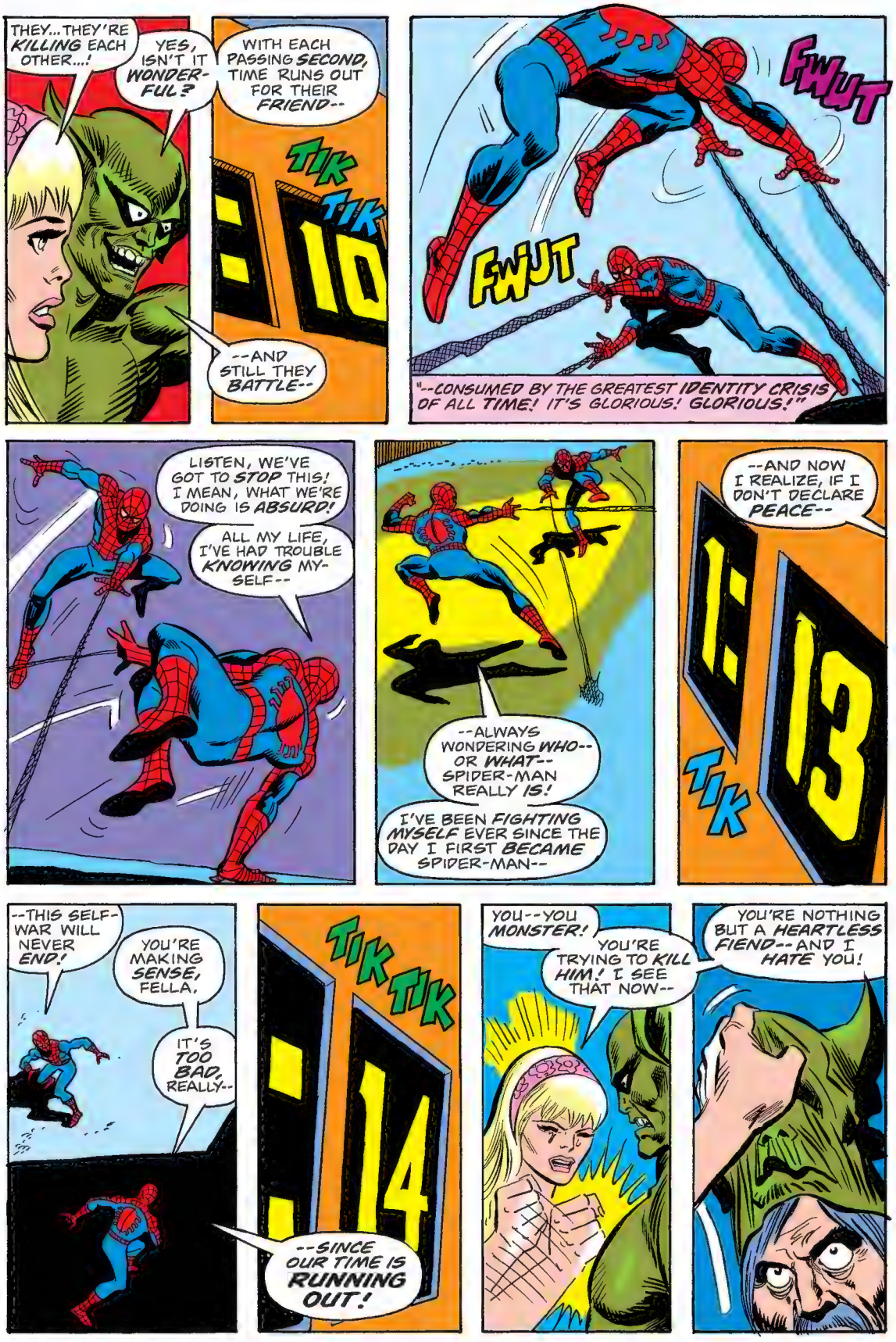
ONCE I SETTLE THINGS WITH THE JACKAL, I'M GOING TO--
ZAK
AAAAHHH!
SURPRISE!


FORGIVE ME, SPIDER-MAN... BUT FOR THE PURPOSE OF MY CONTEST, THIS IS QUITE NECESSARY.
SLEEP WELL, AND WHEN YOU AWAKE--
YOU'LL BE A NEW MAN!

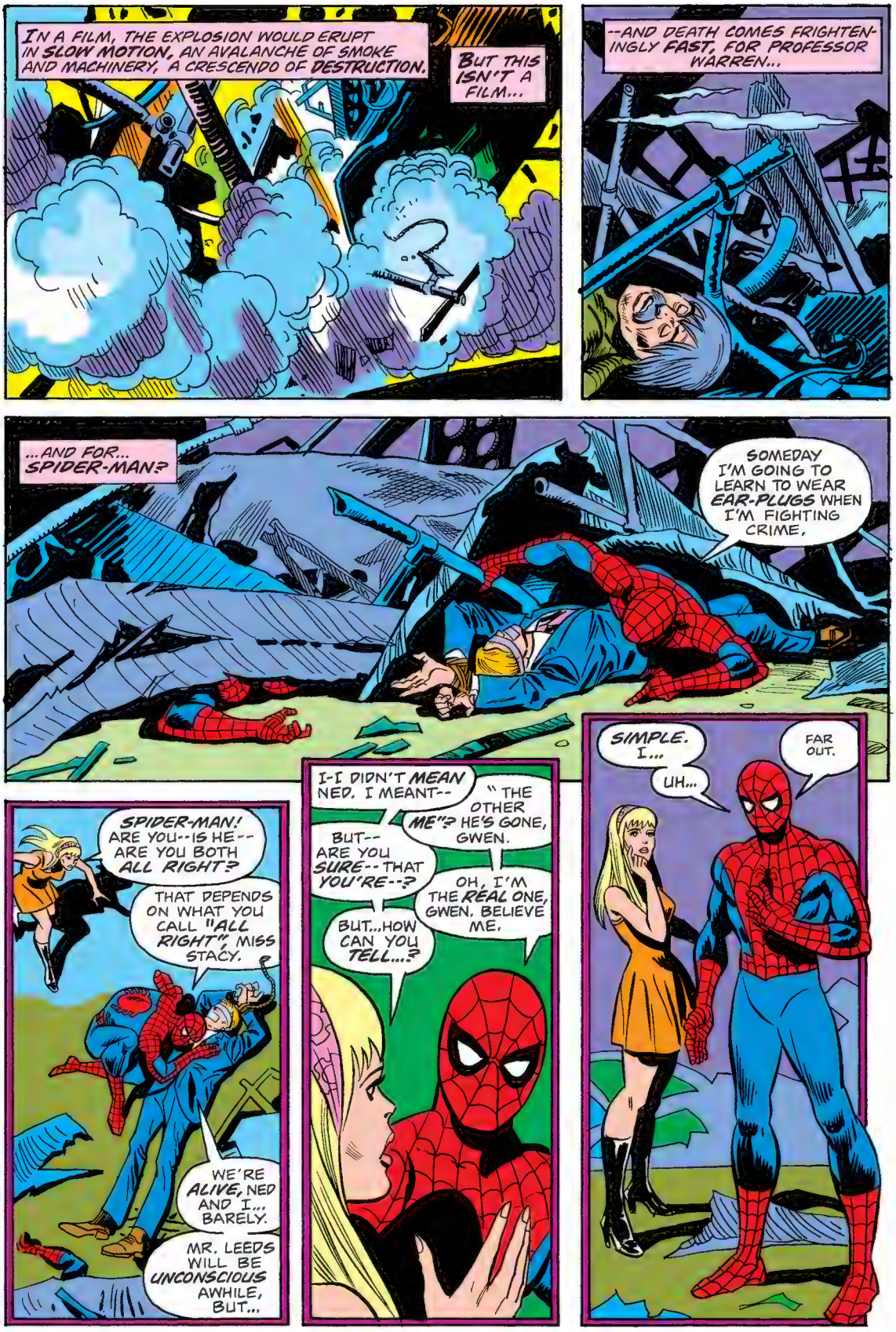

REALITY SWIMS OUT OF FOCUS, AND WHEN IT RETURNS, OUR WEB-SLINGING HERO FEELS DIZZY-- AND SOMEWHAT NAUSEOUS!
WOW. I FEEL LIKE I'VE BEEN STUNG BY A HORNET.
WOW. I FEEL LIKE I'VE BEEN STUNG BY A HORNET.


HUH? WHO THE HECK ARE YOU, FELLA--AND WHERE'S THE JACKAL?
HUH? WHO THE HECK ARE YOU, FELLA --AND WHERE'S THE JACKAL?
HOLD IT RIGHT THERE...
...I DON'T KNOW WHAT THE GAG IS, BUT I'M NOT LAUGHING!
NEITHER AM I, HANDSOME.
EITHER YOU TELL ME WHERE THE JACKAL IS HIDING, AND WHAT HE'S DONE WITH GWEN AND NED LEEDS, OR I'LL--
YOU'LL DO NOTHING, MY WEB-SPINNING FRIEND!
IN CASE YOU HADN'T GUESSED, SPIDER-MAN-- GWEN WASN'T THE ONLY CLONE I MADE!
I ALSO MADE A CLONE OF PETER PARKER! THAT INJECTION I GAVE YOU EARLIER REMOVED SOME OF YOUR RNA-- YOUR MEMORY CELLS!
BOTH YOU AND YOUR CLONE BELIEVE YOURSELVES TO BE-- REAL.
BUT ONLY ONE OF YOU IS--
--AND ONLY HE WILL BE ABLE TO FREE NED LEEDS BEFORE MR. LEEDS --EXPLODES!
THE BOMB'S DEFUSING MECHANISM IS SENSITIVE ONLY TO THE REAL SPIDER-MAN, YOU SEE. AND THE BOMB'S SET TO GO OFF AT EXACTLY 1:15!
HAVE FUN, FELLAS.
I KNOW WHO I AM, PAL-- SO I GUESS I'D BETTER GET THAT BOMB!
NOT SO FAST, FRIEND--


-- IF ANYONE IS GOING TO PULL THE PLUG ON THAT BOMB--
--IT'S ME!
NED'S A PAL--AND I WON'T LET HIM DIE!
BUSTER, YOU'RE NOT THINKING STRAIGHT!
MAYBE ALL OF THIS IS A PARANOID DELUSION--
--AND MAYBE I'M STILL WRACKED UP ABOUT GWEN--
TIK
05
"--BUT THE DAY I CAN'T TELL IF I'M REALLY ME--"
TIK TIK
WHUUFF!
--IS THE DAY I HANG UP MY WEB-SHOOTERS FOREVER!
BOMP!
YOU'RE NUTS!
WHOM


THEY...THEY'RE KILLING EACH OTHER...!
YES, ISN'T IT WONDERFUL?
WITH EACH PASSING SECOND, TIME RUNS OUT FOR THEIR FRIEND--
TIK TIK
:10
--AND STILL THEY BATTLE--
FWUT
FWUT
"--CONSUMED BY THE GREATEST IDENTITY CRISIS OF ALL TIME! IT'S GLORIOUS! GLORIOUS!"
LISTEN, WE'VE GOT TO STOP THIS! I MEAN, WHAT WE'RE DOING IS ABSURD!
ALL MY LIFE, I'VE HAD TROUBLE KNOWING MYSELF--
--ALWAYS WONDERING WHO-- OR WHAT-- SPIDER-MAN REALLY IS!
I'VE BEEN FIGHTING MYSELF EVER SINCE THE DAY I FIRST BECAME SPIDER-MAN--
--AND NOW I REALIZE, IF I DON'T DECLARE PEACE--
:13
TIK
--THIS SELF-WAR WILL NEVER END!
YOU'RE MAKING SENSE, FELLA.
IT'S TOO BAD, REALLY--
TIK TIK
:14
--SINCE OUR TIME IS RUNNING OUT!
YOU--YOU MONSTER!
YOU'RE TRYING TO KILL HIM! I SEE THAT NOW--
YOU'RE NOTHING BUT A HEARTLESS FIEND--AND I HATE YOU!

GWEN... WHAT ARE YOU DOING...?
YOUR HYPNOTIC SPELL HAS WORN OFF, PROFESSOR!
I-I KNOW YOU FOR WHAT YOU ARE, NOW!
A-A VICIOUS, SICK--JEALOUS MAN! A MURDERER!
"A MURDERER...?"
DEAR HEAVEN! I KILLED ANTHONY SERBA--NOT THE JACKAL!
I-I COULDN'T FACE THAT--
--HID IT FROM MYSELF--!
BUT NOT ANYMORE! NO MORE KILLING! NO MORE MADNESS!
NO MORE JACKAL!
HEY! THE JACKAL RELEASED NED!
NO--NOT THE JACKAL: PROFESSOR WARREN!
BUT--THE BOMB! IT'S STILL SET TO--
"--EXPLODE--!"
A SHARP, SURGING MOMENT OF INCANDESCENT FURY, FRAMING ONE SMALL MAN IN ITS BLINDING GLARE--
--AND AS QUICKLY AS THAT, THE GAME IS OVER.
WHROOOM


IN A FILM, THE EXPLOSION WOULD ERUPT IN SLOW MOTION, AN AVALANCHE OF SMOKE AND MACHINERY, A CRESCENDO OF DESTRUCTION.
BUT THIS ISN'T A FILM...
--AND DEATH COMES FRIGHTENINGLY FAST, FOR PROFESSOR WARREN...
...AND FOR... SPIDER-MAN?
SOMEDAY I'M GOING TO LEARN TO WEAR EAR-PLUGS WHEN I'M FIGHTING CRIME.
SPIDER-MAN! ARE YOU--IS HE--ARE YOU BOTH ALL RIGHT?
THAT DEPENDS ON WHAT YOU CALL "ALL RIGHT", MISS STACY.
WE'RE ALIVE, NED AND I... BARELY.
MR. LEEDS WILL BE UNCONSCIOUS AWHILE, BUT...
I-I DIDN'T MEAN NED. I MEANT--
"THE OTHER ME"? HE'S GONE, GWEN.
BUT-- ARE YOU SURE--THAT YOU'RE--?
OH, I'M THE REAL ONE, GWEN. BELIEVE ME.
BUT...HOW CAN YOU TELL...?
SIMPLE. I...
UH...
FAR OUT.

EPILOGUE ONE:
A CEMETERY IN QUEENS...
I HAVE TO THINK OF HER...AS SOMEONE ELSE, PETER. SOMEONE I KNEW A LONG TIME AGO, WHEN WE WERE BOTH...VERY YOUNG.
WAS SHE THE REAL GWEN STACY... OR AM I?
NOW I KNOW HOW SPIDER-MAN FELT LAST NIGHT...
CONFUSED... FRIGHTENED. EVERYONE HAS THAT MOMENT WHEN THEY WONDER ABOUT THEMSELVES, PETER--ABOUT WHO THEY ARE, DEEP DOWN.
I THINK--I THINK IT WOULD BE BETTER, FOR BOTH OF US--
--IF WE DIDN'T PRETEND TO BE THE SAME PEOPLE WE WERE WHEN PETER PARKER LOVED GWEN STACY--AND SHE LOVED HIM.
I WISH I COULD KNOW YOU THE WAY SHE KNEW YOU, PETER--BUT I CAN'T.
BECAUSE I CAN'T...THIS IS GOODBYE.
GWEN, MAYBE IF WE...
DON'T SAY IT, PETER.
TURN YOUR HEAD... AND PLEASE, DON'T LOOK BACK.

EPILOGUE TWO:
A STREET IN LOWER MANHATTAN...
LOSING A GIRL LIKE GWEN ONCE IS HARD,
LOSING HER A SECOND TIME--EVEN IF IT'S WHAT YOU WANT--IS HARDER.
SOMEDAY, SOMEONE IS GOING TO EXPLAIN THIS WORLD TO ME--HOW PEOPLE CAN NEED EACH OTHER--
--AND STILL KNOW THEY SHOULDN'T HAVE EACH OTHER. HUH? SPIDER-SENSE TINGLING--?
--SOMEONE--IN MY APARTMENT--?
IT'S HER! IT'S GOT TO BE HER!
MARY JANE!
LADY, AM I EVER GLAD TO SEE YOU.
DO YOU MEAN THAT, TIGER? FOR REAL?
COME HERE... AND I'LL SHOW YOU.
CLICK
NEXT ISSUE:
SPIDER-MAN or SPIDER-CLONE?

SPIDER-MAN
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the AMAZING SPIDER-MAN®
VULTURE! KINGPIN! SANDMAN! MY OLD FOES RETURNING TO ATTACK ME TOGETHER!
IS THIS A NIGHTMARE...
...OR AM I GOING MAD?
THIS IS IT!
WEB-HEAD'S WONDROUS
150TH ISSUE!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN™

ONE HOUR AGO, IT WAS ALL RIGHT. MARY JANE WAS HERE AND PETER PARKER COULD LOSE HIMSELF... IN HER, IN THEIR CLOSENESS, IN THEIR MUTUAL NEED.
BUT THAT WAS AN HOUR AGO. NOW, MARY JANE HAS RETURNED HOME, AND PETER PARKER IS ALONE...
...ALONE WITH THE THOUGHT HE'S BEEN TRYING TO SUPPRESS SINCE HIS FINAL CONFRONTATION* WITH THE DELUDED PROFESSOR WARREN... ALIAS THE JACKAL.
I-I DON'T KNOW WHO I AM...!
SPIDER-MAN... OR SOME LABORATORY-BRED DUPLICATE THE PROFESSOR CREATED TO BATTLE HIM!
SPIDER-MAN...
...OR SPIDER-CLONE?
WELCOME TO THE WEB-SLINGING ONE'S 150th ADVENTURE... AND WILDEST IDENTITY CRISIS!
ARCHIE GOODWIN WRITER
GIL KANE ARTIST
MIKE ESPOSITO & FRANK GIACOIA INKERS
JOE ROSEN LETTERER
P. GOLDBERG COLORIST
MARV WOLFMAN EDITOR
* LAST ISSUE--MARV

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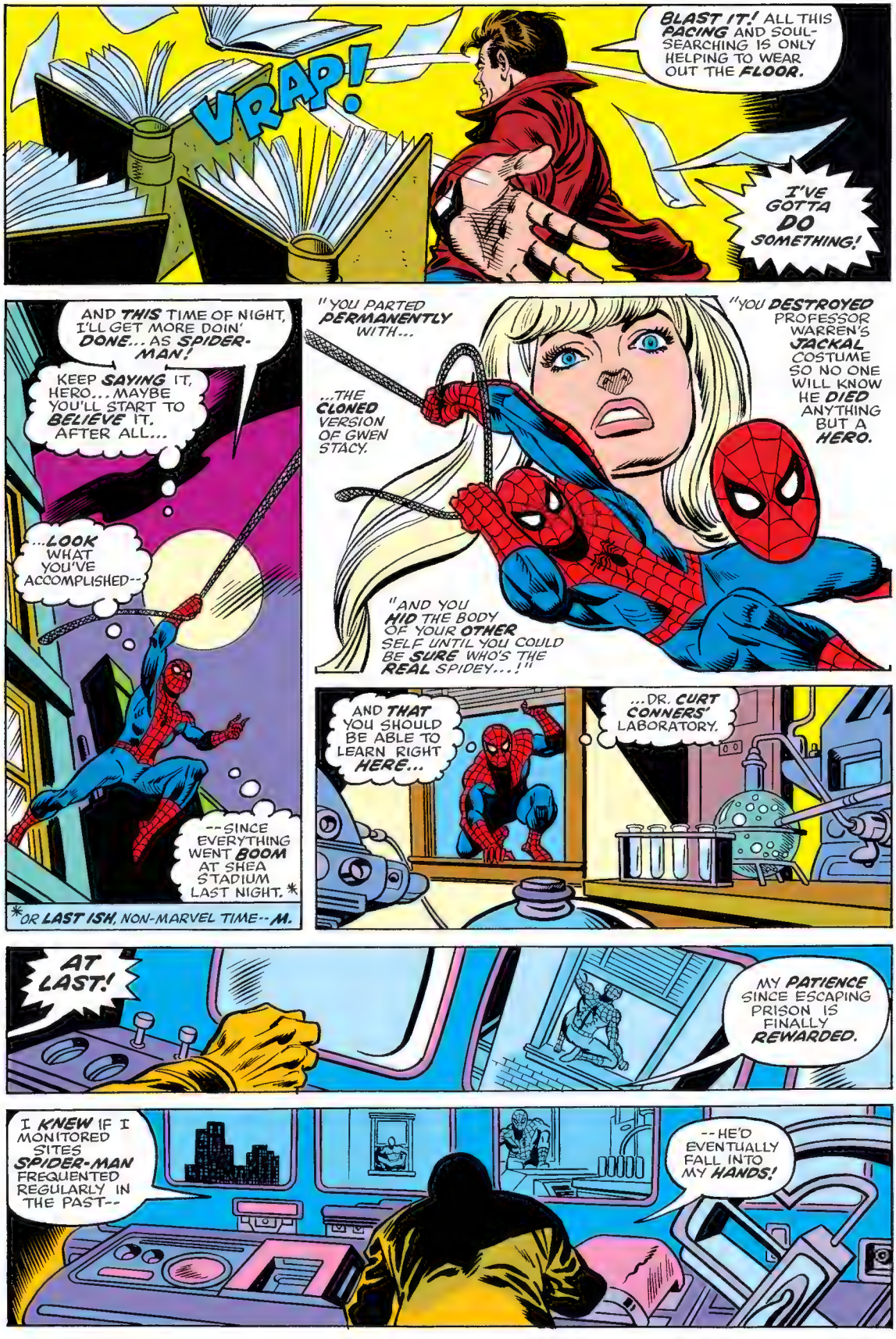
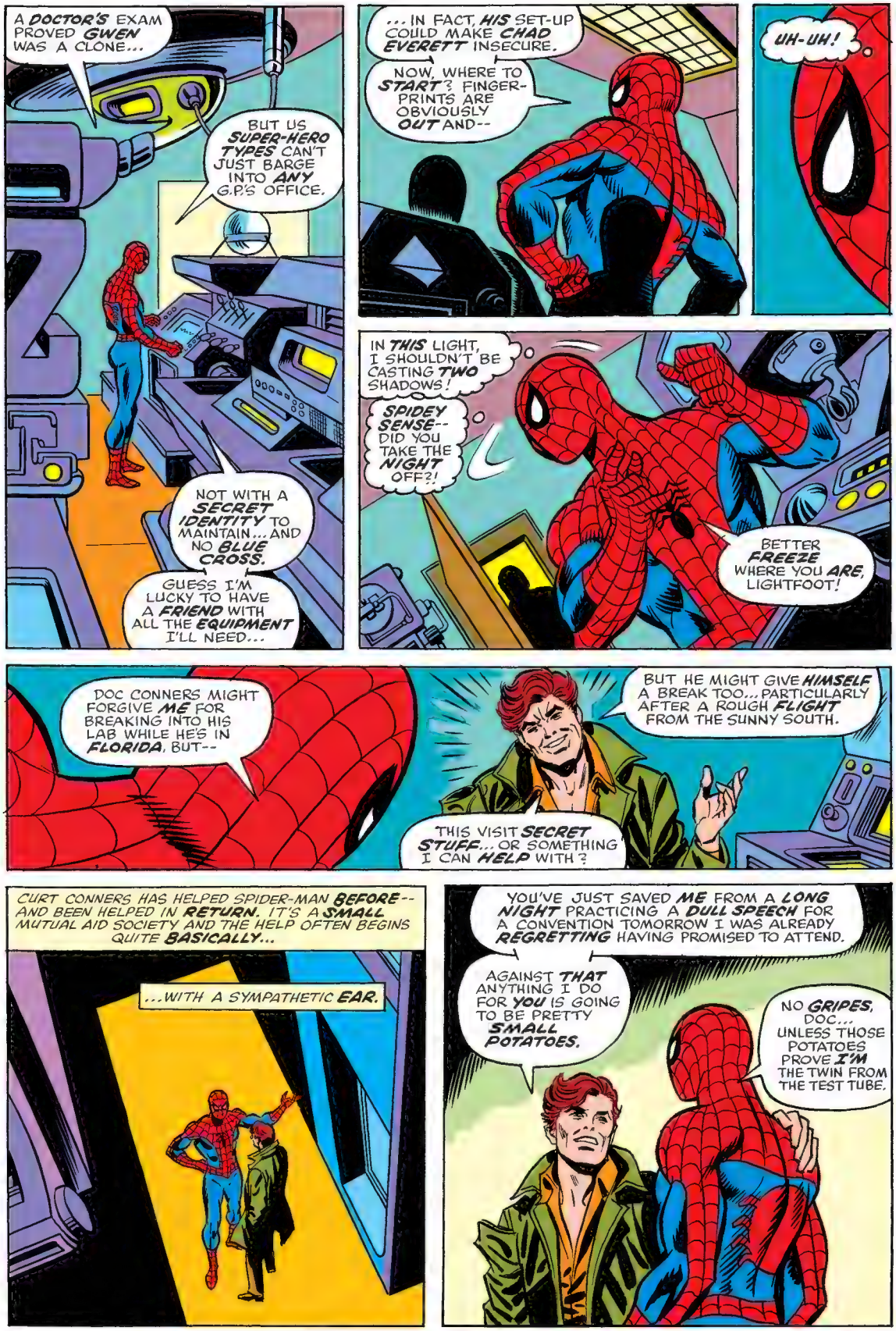
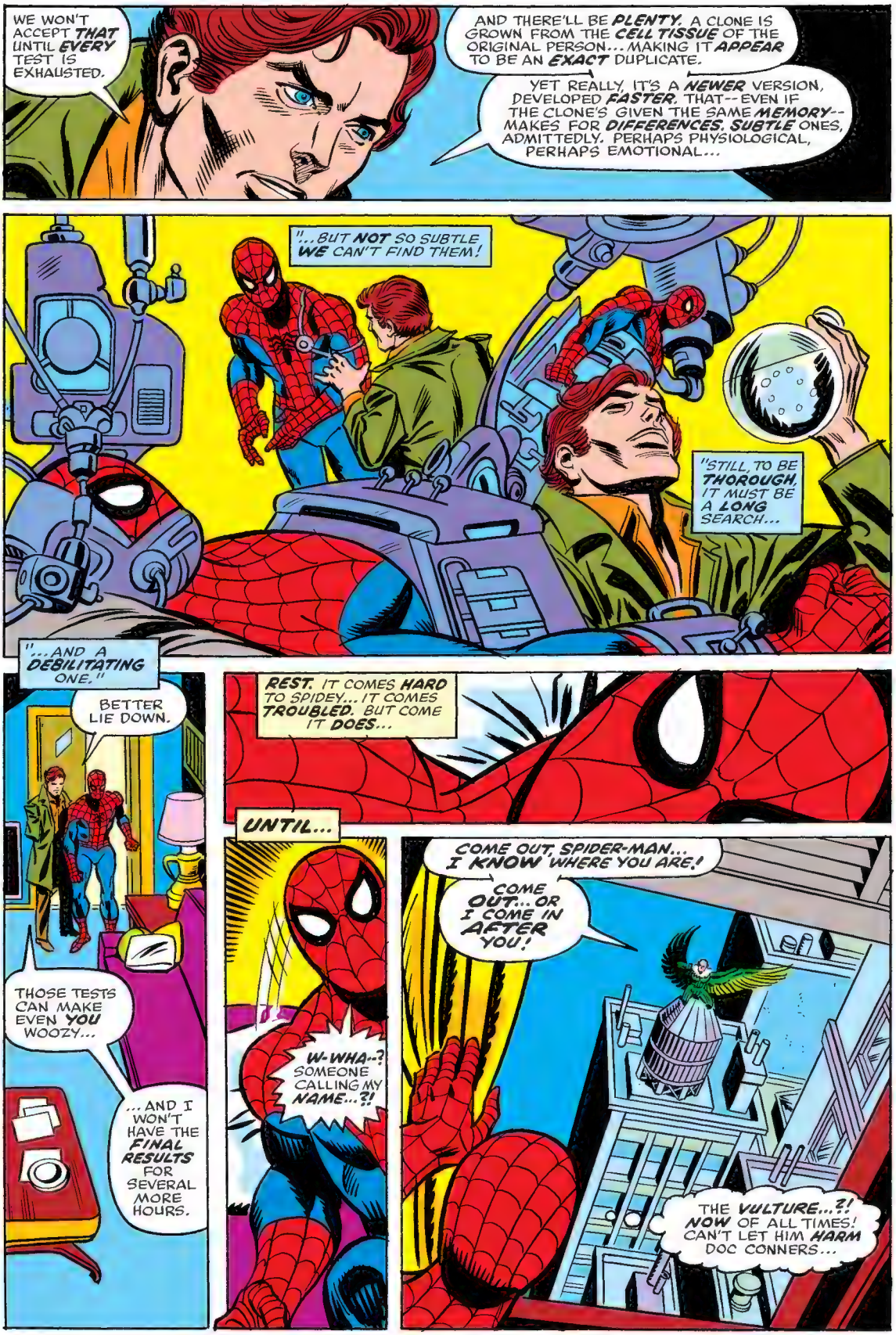
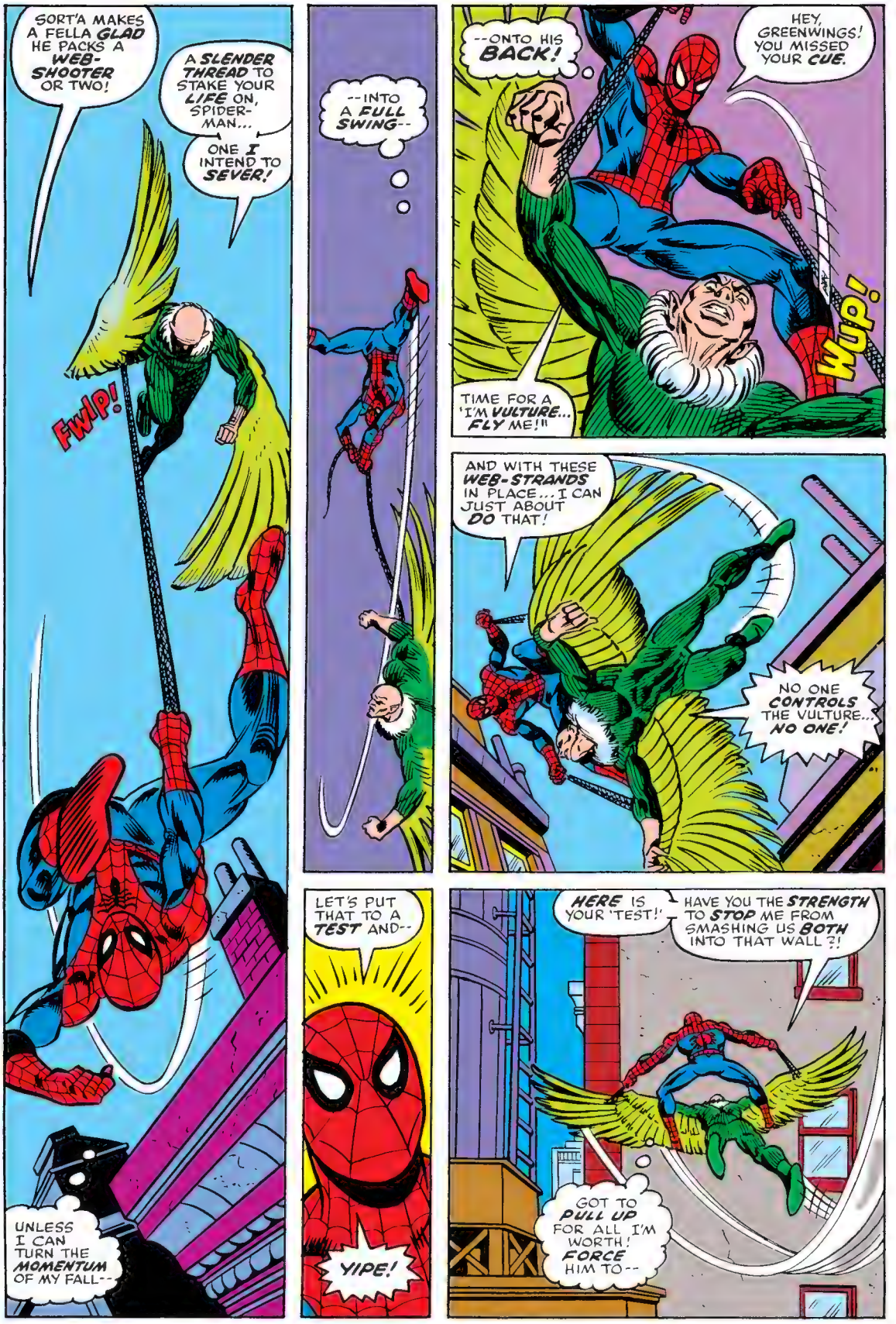
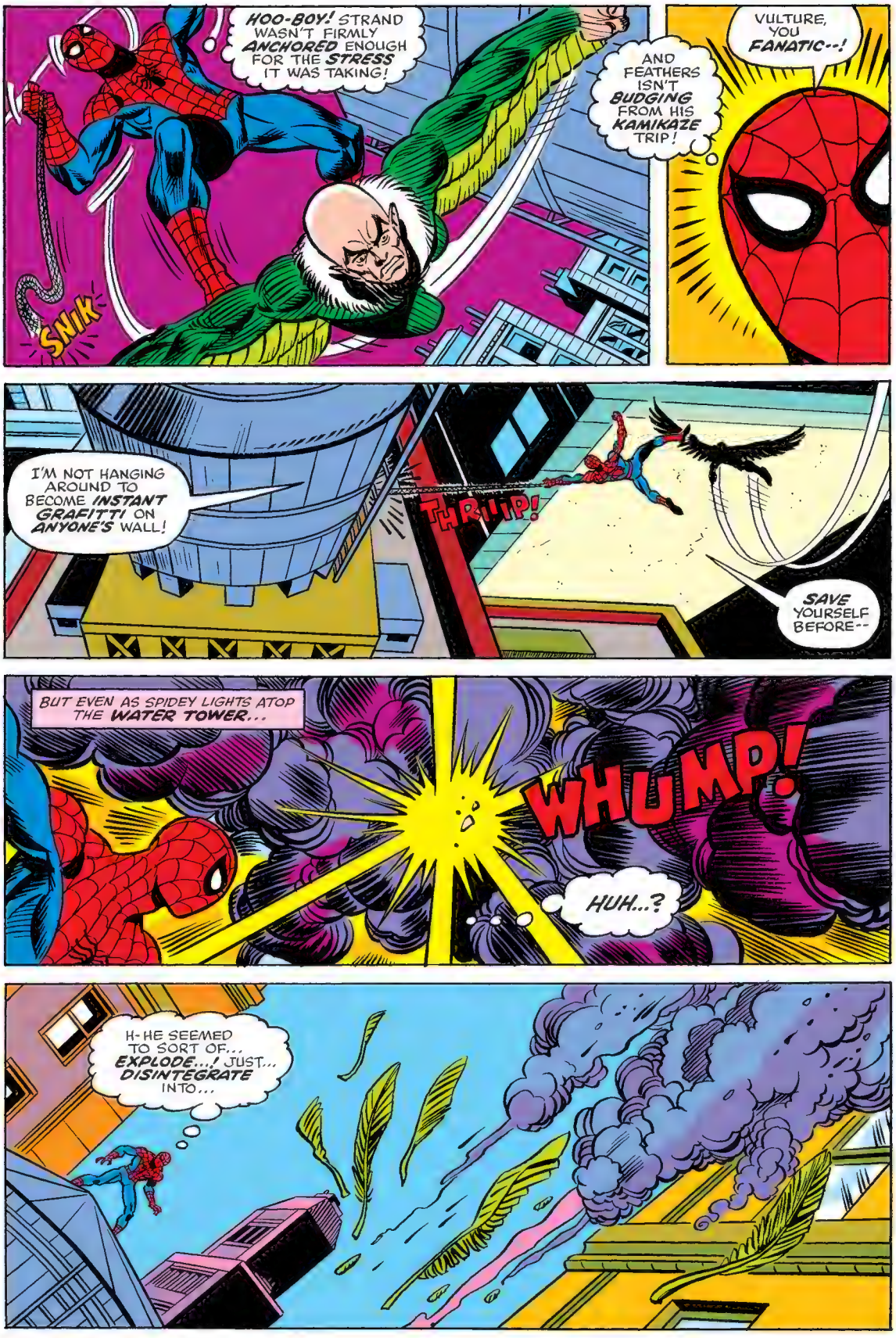

VRAP!
BLAST IT! ALL THIS PACING AND SOUL-SEARCHING IS ONLY HELPING TO WEAR OUT THE FLOOR.
I'VE GOTTA DO SOMETHING!
AND THIS TIME OF NIGHT, I'LL GET MORE DOIN' DONE... AS SPIDER-MAN!
KEEP SAYING IT, HERO... MAYBE YOU'LL START TO BELIEVE IT. AFTER ALL...
...LOOK WHAT YOU'VE ACCOMPLISHED--
--SINCE EVERYTHING WENT BOOM AT SHEA STADIUM LAST NIGHT. *
*OR LAST ISH, NON-MARVEL TIME--M.
"YOU PARTED PERMANENTLY WITH...
...THE CLONED VERSION OF GWEN STACY.
"YOU DESTROYED PROFESSOR WARREN'S JACKAL COSTUME SO NO ONE WILL KNOW HE DIED ANYTHING BUT A HERO.
"AND YOU HID THE BODY OF YOUR OTHER SELF UNTIL YOU COULD BE SURE WHO'S THE REAL SPIDEY...!"
AND THAT YOU SHOULD BE ABLE TO LEARN RIGHT HERE...
...DR. CURT CONNERS' LABORATORY.
AT LAST!
MY PATIENCE SINCE ESCAPING PRISON IS FINALLY REWARDED.
I KNEW IF I MONITORED SITES SPIDER-MAN FREQUENTED REGULARLY IN THE PAST--
--HE'D EVENTUALLY FALL INTO MY HANDS!


A DOCTOR'S EXAM PROVED GWEN WAS A CLONE...
BUT US SUPER-HERO TYPES CAN'T JUST BARGE INTO ANY G.P.'S OFFICE.
NOT WITH A SECRET IDENTITY TO MAINTAIN... AND NO BLUE CROSS.
GUESS I'M LUCKY TO HAVE A FRIEND WITH ALL THE EQUIPMENT I'LL NEED...
...IN FACT, HIS SET-UP COULD MAKE CHAD EVERETT INSECURE.
NOW, WHERE TO START? FINGER-PRINTS ARE OBVIOUSLY OUT AND--
UH-UH!
IN THIS LIGHT, I SHOULDN'T BE CASTING TWO SHADOWS!
SPIDEY SENSE-- DID YOU TAKE THE NIGHT OFF?!
BETTER FREEZE WHERE YOU ARE, LIGHTFOOT!
DOC CONNERS MIGHT FORGIVE ME FOR BREAKING INTO HIS LAB WHILE HE'S IN FLORIDA, BUT--
BUT HE MIGHT GIVE HIMSELF A BREAK TOO... PARTICULARLY AFTER A ROUGH FLIGHT FROM THE SUNNY SOUTH.
THIS VISIT SECRET STUFF... OR SOMETHING I CAN HELP WITH?
CURT CONNERS HAS HELPED SPIDER-MAN BEFORE-- AND BEEN HELPED IN RETURN. IT'S A SMALL MUTUAL AID SOCIETY AND THE HELP OFTEN BEGINS QUITE BASICALLY...
...WITH A SYMPATHETIC EAR.
YOU'VE JUST SAVED ME FROM A LONG NIGHT PRACTICING A DULL SPEECH FOR A CONVENTION TOMORROW I WAS ALREADY REGRETTING HAVING PROMISED TO ATTEND.
AGAINST THAT ANYTHING I DO FOR YOU IS GOING TO BE PRETTY SMALL POTATOES.
NO GRIPES, DOC... UNLESS THOSE POTATOES PROVE I'M THE TWIN FROM THE TEST TUBE.

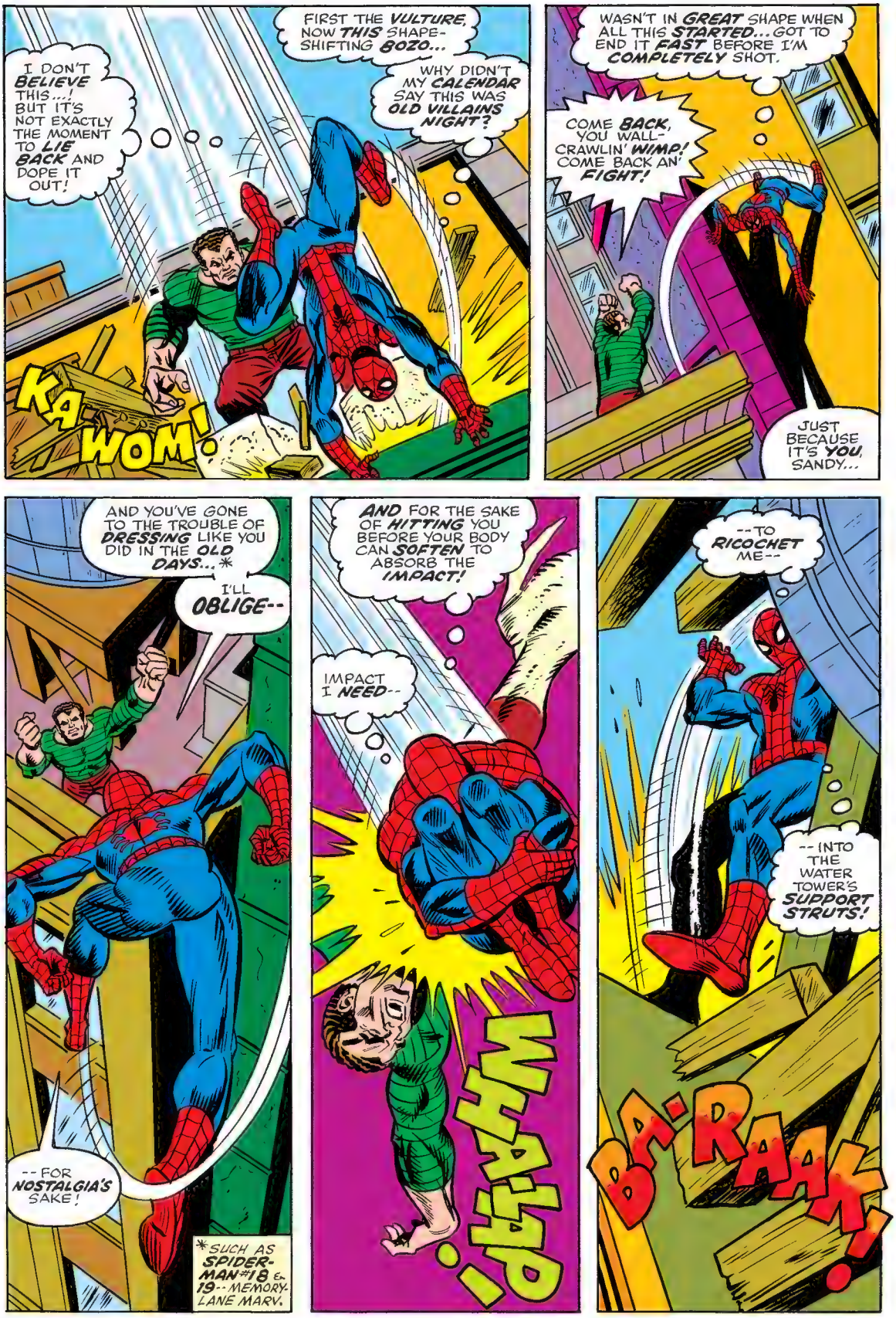

WE WON'T ACCEPT THAT UNTIL EVERY TEST IS EXHAUSTED.
AND THERE'LL BE PLENTY. A CLONE IS GROWN FROM THE CELL TISSUE OF THE ORIGINAL PERSON... MAKING IT APPEAR TO BE AN EXACT DUPLICATE.
YET REALLY, IT'S A NEWER VERSION, DEVELOPED FASTER. THAT-- EVEN IF THE CLONE'S GIVEN THE SAME MEMORY-- MAKES FOR DIFFERENCES. SUBTLE ONES, ADMITTEDLY. PERHAPS PHYSIOLOGICAL, PERHAPS EMOTIONAL...
"...BUT NOT SO SUBTLE WE CAN'T FIND THEM!
"STILL, TO BE THOROUGH, IT MUST BE A LONG SEARCH...
"...AND A DEBILITATING ONE."
BETTER LIE DOWN.
THOSE TESTS CAN MAKE EVEN YOU WOOZY...
...AND I WON'T HAVE THE FINAL RESULTS FOR SEVERAL MORE HOURS.
REST. IT COMES HARD TO SPIDEY... IT COMES TROUBLED. BUT COME IT DOES...
UNTIL...
W-WHA--? SOMEONE CALLING MY NAME...?!
COME OUT, SPIDER-MAN... I KNOW WHERE YOU ARE!
COME OUT... OR I COME IN AFTER YOU!
THE VULTURE...?! NOW OF ALL TIMES! CAN'T LET HIM HARM DOC CONNERS...

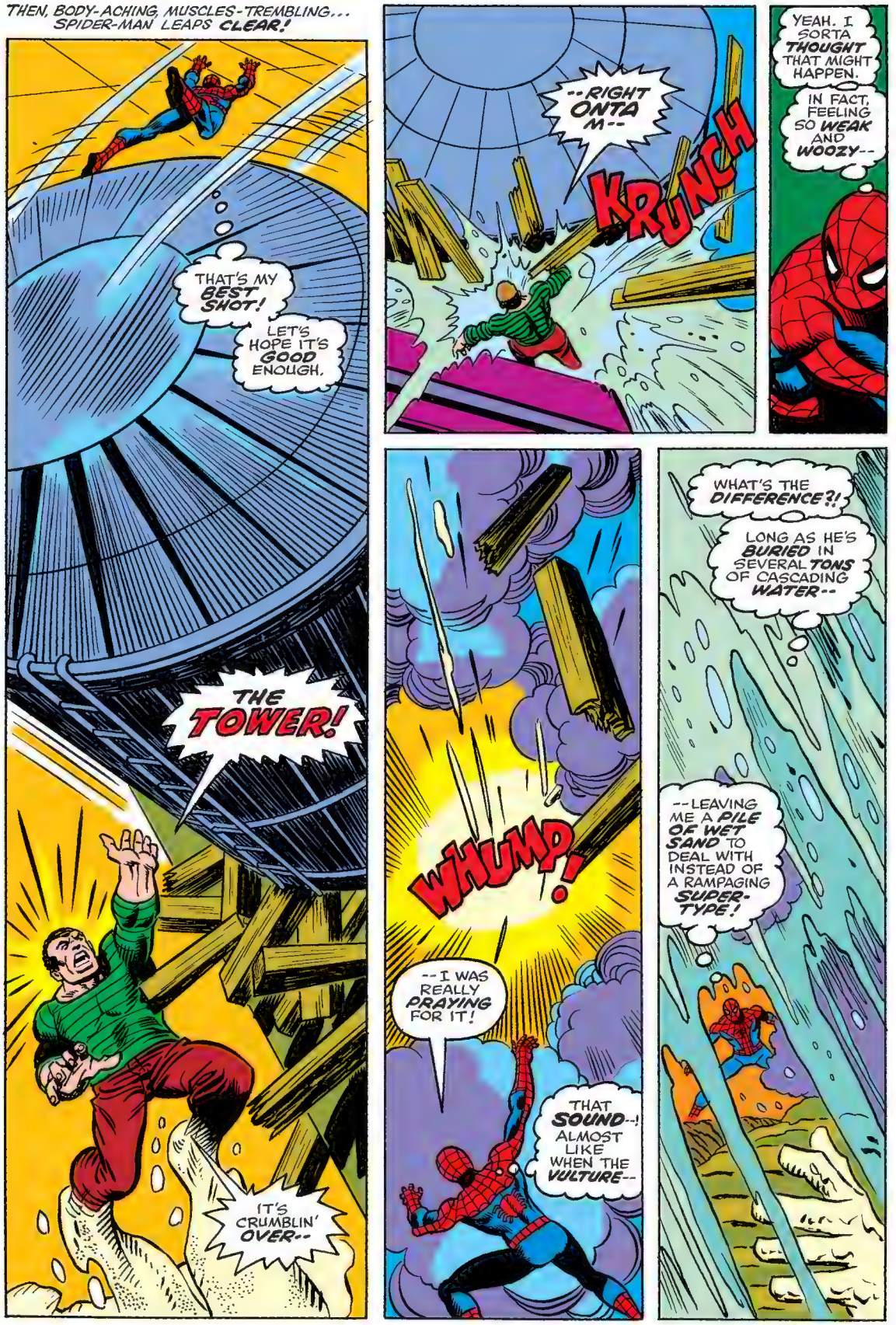
...THAT MEANS CARRYING THE FIGHT TO BALDY!
I KNEW MY TAUNTS WOULD PROVOKE YOU TO AN ACT OF BRAVADO.
BUT TO ATTACK THE VULTURE IN MID-AIR IS ALSO THE ACT OF A FOOL!
WUNGF!
SURE, BEAK-PUSS KIND'A LIKE YAKKING--
--WHEN YOU SHOULD BE PROTECTING YOUR TUMMY-FEATHERS!
IT'S BEEN AWHILE SINCE OUR LAST FRACAS*...
BUT ONCE I TIGHTEN MY GRIP, I'LL--
YOU WON'T, WALL-CRAWLER!
*SHOWN IN SPIDEY#64--MARV.
ONE BLOW IS HARDLY THE BATTLE...
AND THE POWER OF MY SOARING, ASCENDING WINGS CAN BREAK ANY GRIP!
ON A BETTER NIGHT, I MIGHT ARGUE THE POINT...
BUT... WEAKENED BY THOSE TESTS... I'M NOT SURE I CAN--
--HANG ON!

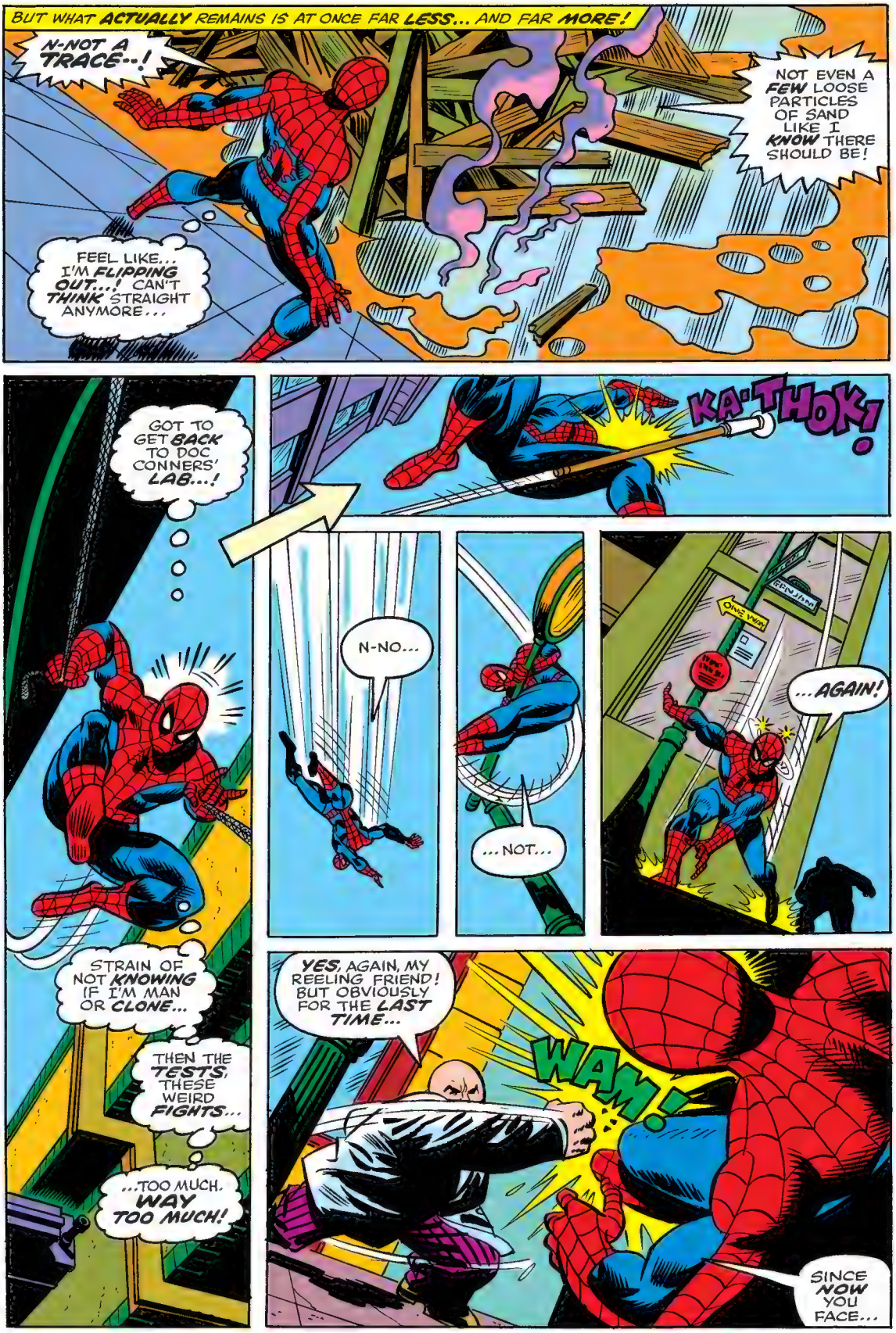

SORT'A MAKES A FELLA GLAD HE PACKS A WEB-SHOOTER OR TWO!
A SLENDER THREAD TO STAKE YOUR LIFE ON, SPIDER-MAN...
ONE I INTEND TO SEVER!
FWIP!
UNLESS I CAN TURN THE MOMENTUM OF MY FALL--
--INTO A FULL SWING--
--ONTO HIS BACK!
HEY, GREENWINGS! YOU MISSED YOUR CUE.
WUP!
TIME FOR A 'I'M VULTURE... FLY ME!"
AND WITH THESE WEB-STRANDS IN PLACE... I CAN JUST ABOUT DO THAT!
NO ONE CONTROLS THE VULTURE... NO ONE!
LET'S PUT THAT TO A TEST AND--
YIPE!
HERE IS YOUR 'TEST!'
HAVE YOU THE STRENGTH TO STOP ME FROM SMASHING US BOTH INTO THAT WALL?!
GOT TO PULL UP FOR ALL I'M WORTH! FORCE HIM TO--

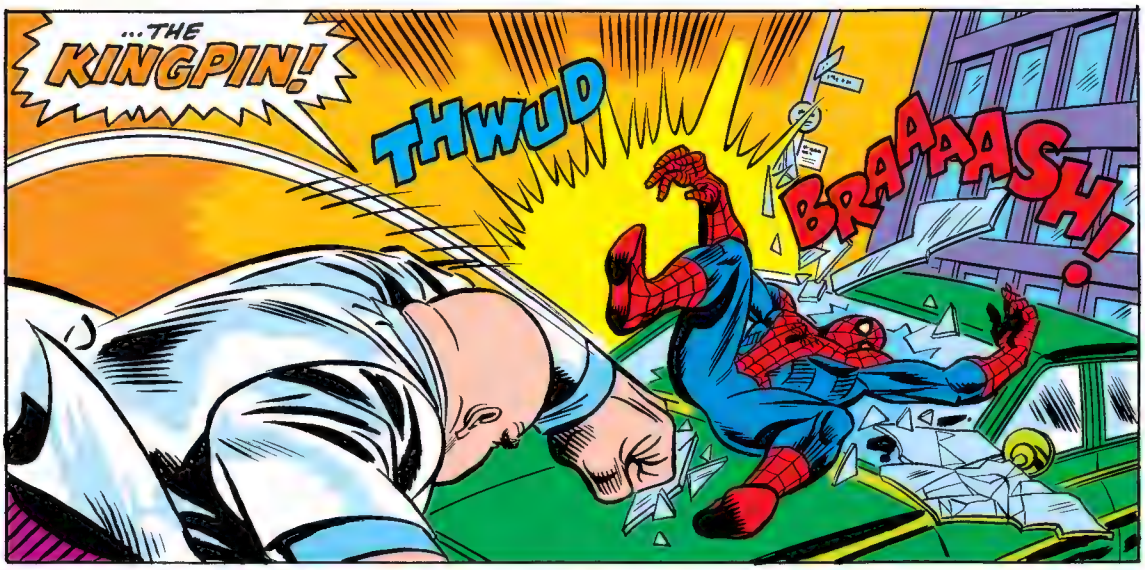

HOO-BOY! STRAND WASN'T FIRMLY ANCHORED ENOUGH FOR THE STRESS IT WAS TAKING!
SNIK
AND FEATHERS ISN'T BUDGING FROM HIS KAMIKAZE TRIP!
VULTURE, YOU FANATIC--!
I'M NOT HANGING AROUND TO BECOME INSTANT GRAFITTI ON ANYONE'S WALL!
THRUP!
SAVE YOURSELF BEFORE--
BUT EVEN AS SPIDEY LIGHTS ATOP THE WATER TOWER...
WHUMP!
HUH...?
H-HE SEEMED TO SORT OF... EXPLODE...! JUST... DISINTEGRATE INTO...

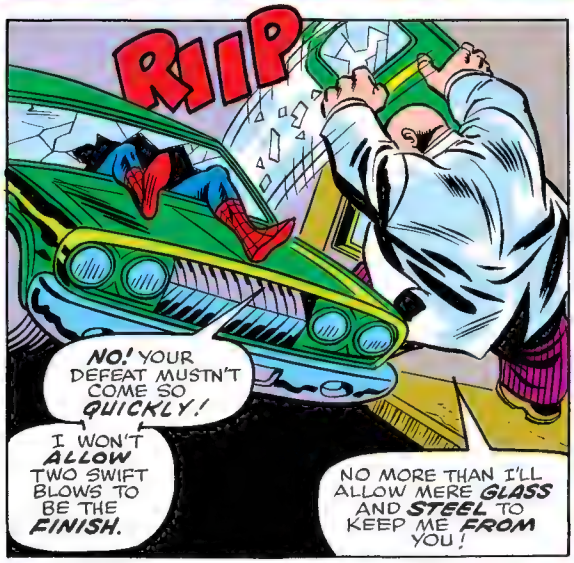
...N-NOTHING!
AM I DREAMING...?
OR BANANAS...?
OR... W-WHAT?!
KWOK!
HOW 'BOUT--
--YOU'RE A SITTIN' DUCK!
UNGHHH! SOMEONE ON THE LADDER...
THWAM
SOMEONE FAST! NAILED ME JUST AS MY SPIDER-SENSE STARTED TINGLING!
LOOK ALIVE, WEBHEAD!
THE SANDMAN'S COMIN'!
COMIN' TO PUT YA TO SLEEP... PERMANENT-LIKE!

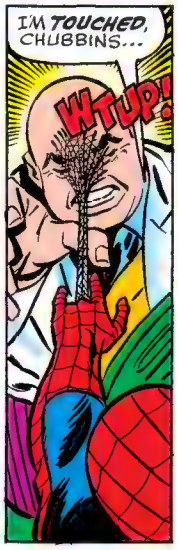

I DON'T BELIEVE THIS...! BUT IT'S NOT EXACTLY THE MOMENT TO LIE BACK AND DOPE IT OUT!
FIRST THE VULTURE, NOW THIS SHAPE-SHIFTING BOZO...
WHY DIDN'T MY CALENDAR SAY THIS WAS OLD VILLAINS NIGHT?
KA WOM!
WASN'T IN GREAT SHAPE WHEN ALL THIS STARTED... GOT TO END IT FAST BEFORE I'M COMPLETELY SHOT.
COME BACK, YOU WALL-CRAWLIN' WIMP! COME BACK AN' FIGHT!
JUST BECAUSE IT'S YOU, SANDY...
AND YOU'VE GONE TO THE TROUBLE OF DRESSING LIKE YOU DID IN THE OLD DAYS...*
I'LL OBLIGE--
-- FOR NOSTALGIA'S SAKE!
*SUCH AS SPIDER-MAN #18 & 19-- MEMORY LANE MARV.
AND FOR THE SAKE OF HITTING YOU BEFORE YOUR BODY CAN SOFTEN TO ABSORB THE IMPACT!
IMPACT I NEED--
WHAM!
--TO RICOCHET ME--
-- INTO THE WATER TOWER'S SUPPORT STRUTS!
BA-RAAK!

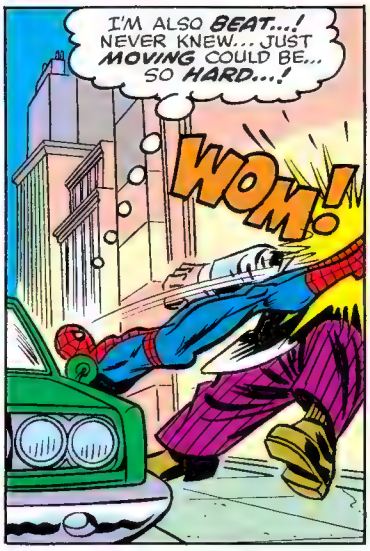

THEN, BODY-ACHING, MUSCLES-TREMBLING... SPIDER-MAN LEAPS CLEAR!
THAT'S MY BEST SHOT!
LET'S HOPE IT'S GOOD ENOUGH.
THE TOWER!
IT'S CRUMBLIN' OVER--
--RIGHT ONTA M--
KRUNCH
YEAH. I SORTA THOUGHT THAT MIGHT HAPPEN.
IN FACT, FEELING SO WEAK AND WOOZY--
WHUMP!
--I WAS REALLY PRAYING FOR IT!
THAT SOUND--! ALMOST LIKE WHEN THE VULTURE--
WHAT'S THE DIFFERENCE?!
LONG AS HE'S BURIED IN SEVERAL TONS OF CASCADING WATER--
--LEAVING ME A PILE OF WET SAND TO DEAL WITH INSTEAD OF A RAMPAGING SUPER-TYPE!

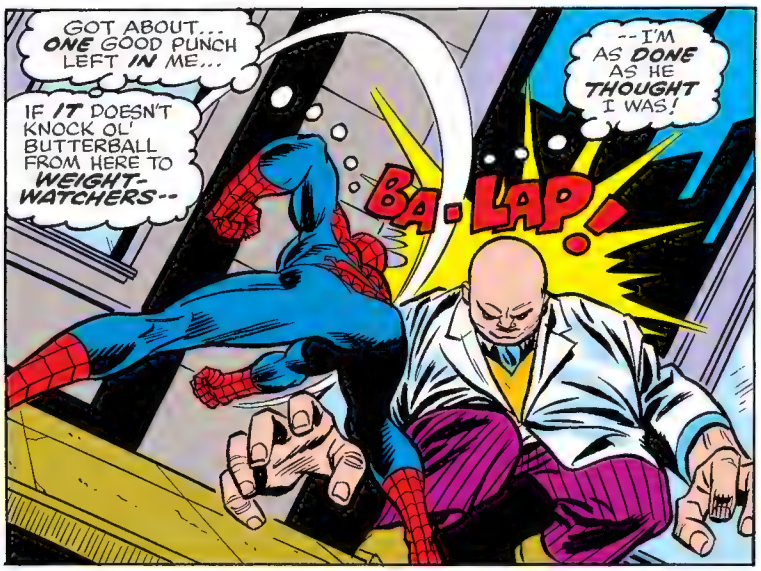

BUT WHAT ACTUALLY REMAINS IS AT ONCE FAR LESS... AND FAR MORE!
N-NOT A TRACE--!
NOT EVEN A FEW LOOSE PARTICLES OF SAND LIKE I KNOW THERE SHOULD BE!
FEEL LIKE... I'M FLIPPING OUT...! CAN'T THINK STRAIGHT ANYMORE...
KA-THOK!
GOT TO GET BACK TO DOC CONNERS' LAB...!
N-NO...
...NOT...
ONE WAY
...AGAIN!
STRAIN OF NOT KNOWING IF I'M MAN OR CLONE...
THEN THE TESTS, THESE WEIRD FIGHTS...
...TOO MUCH. WAY TOO MUCH!
YES, AGAIN, MY REELING FRIEND! BUT OBVIOUSLY FOR THE LAST TIME...
WAM!
SINCE NOW YOU FACE...



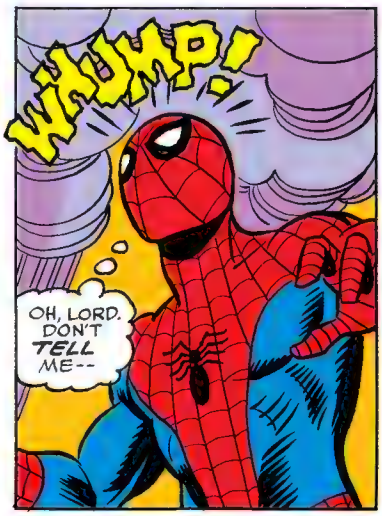

RIIP
NO! YOUR DEFEAT MUSTN'T COME SO QUICKLY!
I WON'T ALLOW TWO SWIFT BLOWS TO BE THE FINISH.
NO MORE THAN I'LL ALLOW MERE GLASS AND STEEL TO KEEP ME FROM YOU!

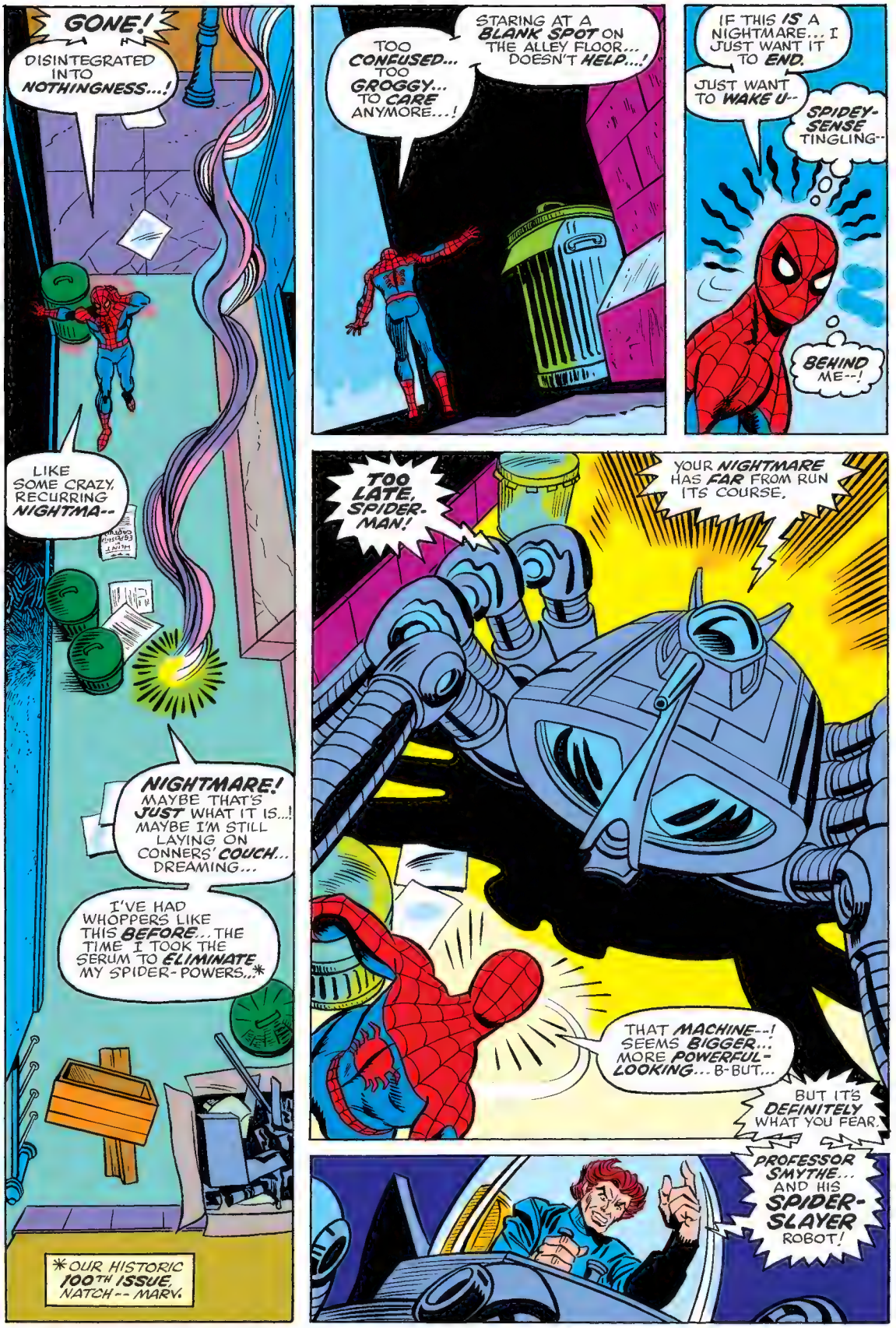


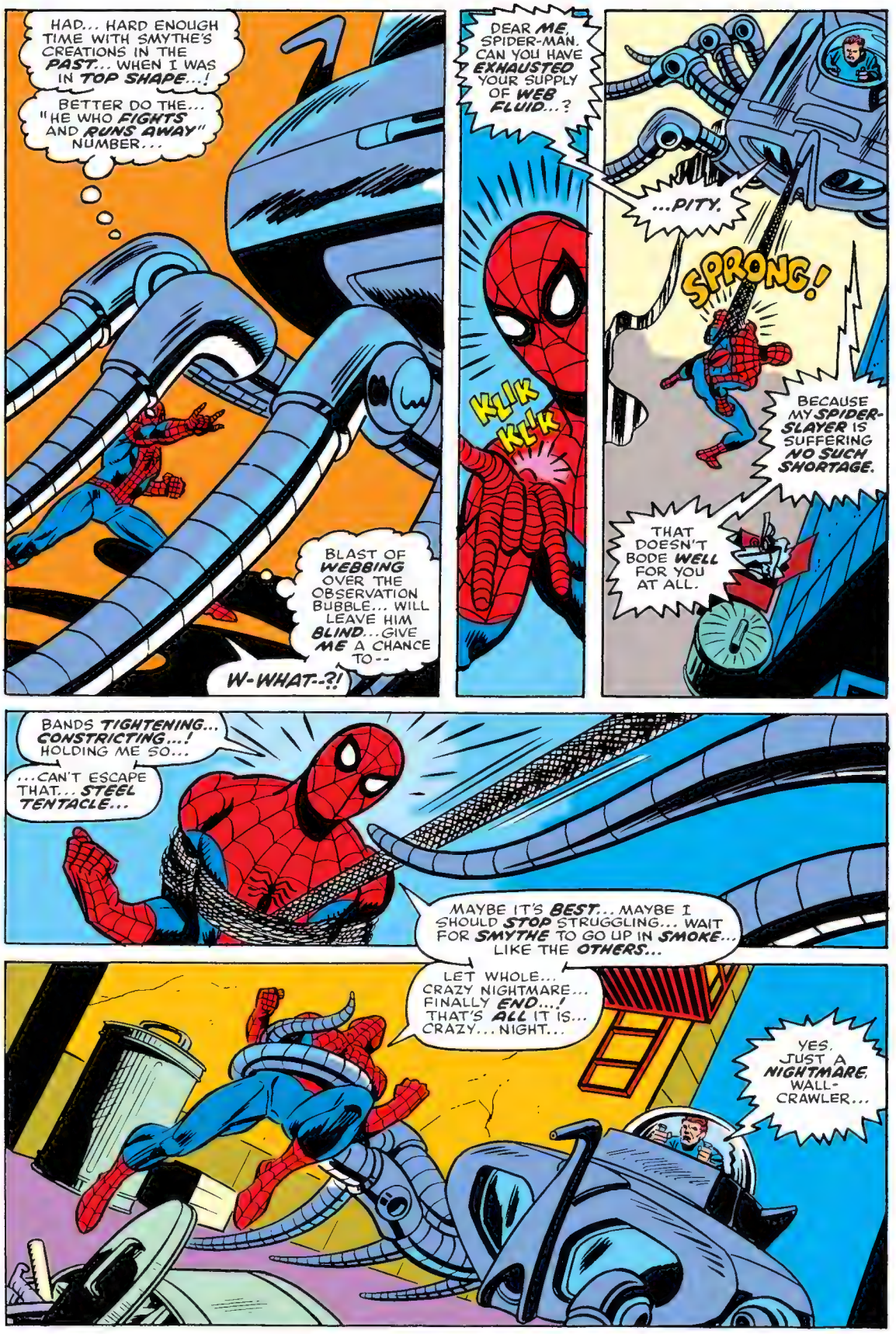


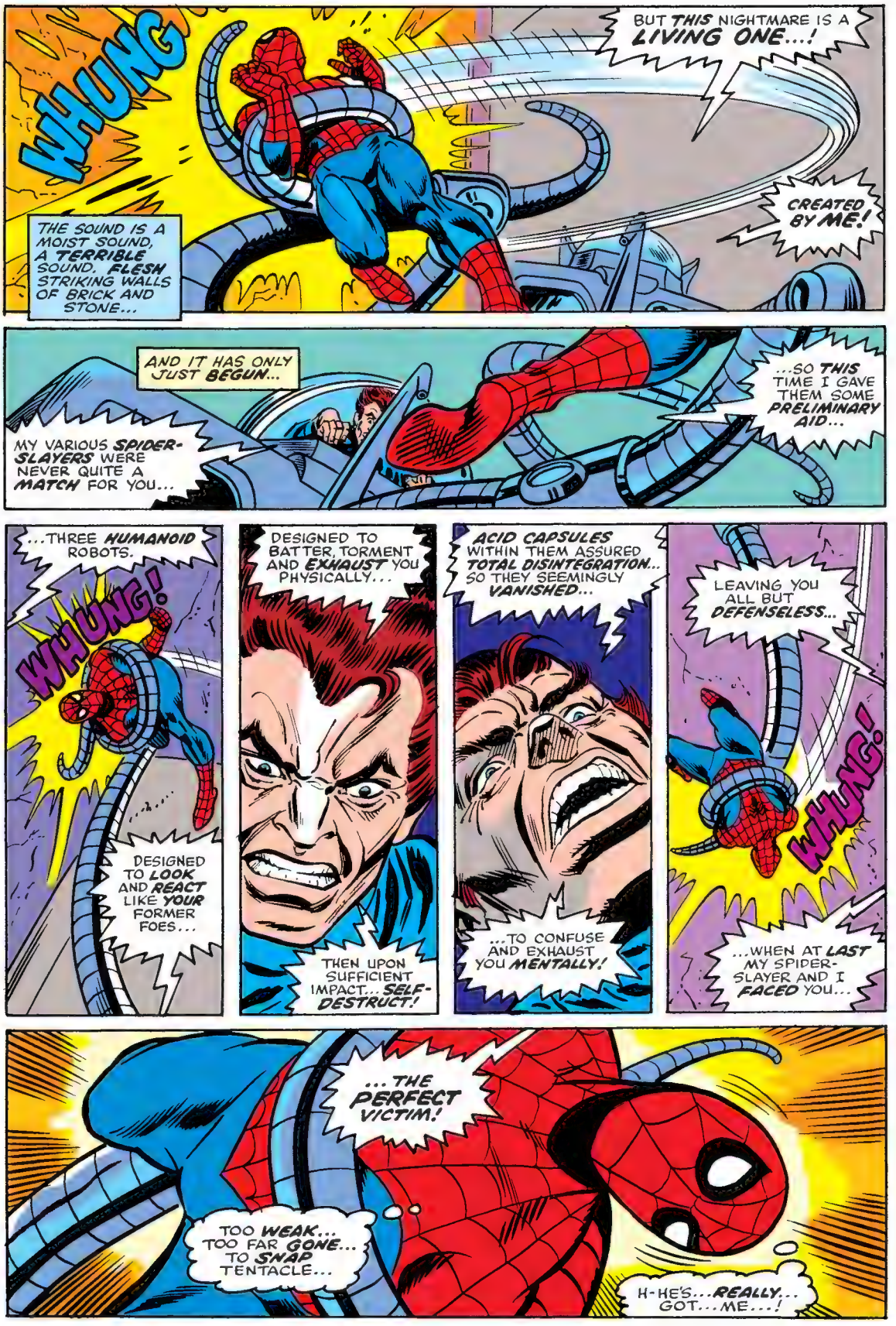

GOT ABOUT... ONE GOOD PUNCH LEFT IN ME...
IF IT DOESN'T KNOCK OL' BUTTERBALL FROM HERE TO WEIGHT-WATCHERS--
--I'M AS DONE AS HE THOUGHT I WAS!
BA-LAP!

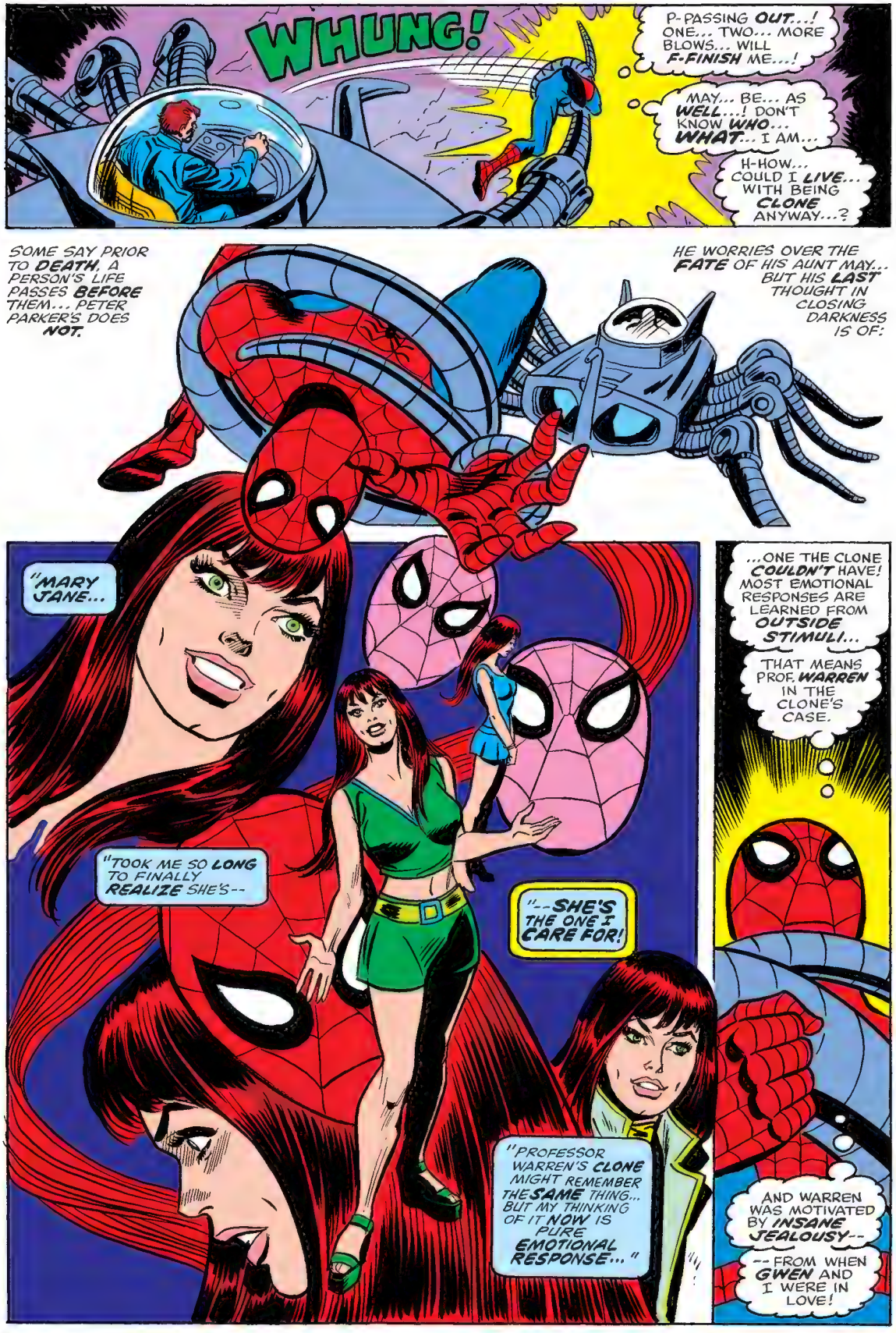
THE KINGPIN'S MASSIVE FORM TUMBLES BACKWARD INTO ALLEY-DARKNESS. THEN...

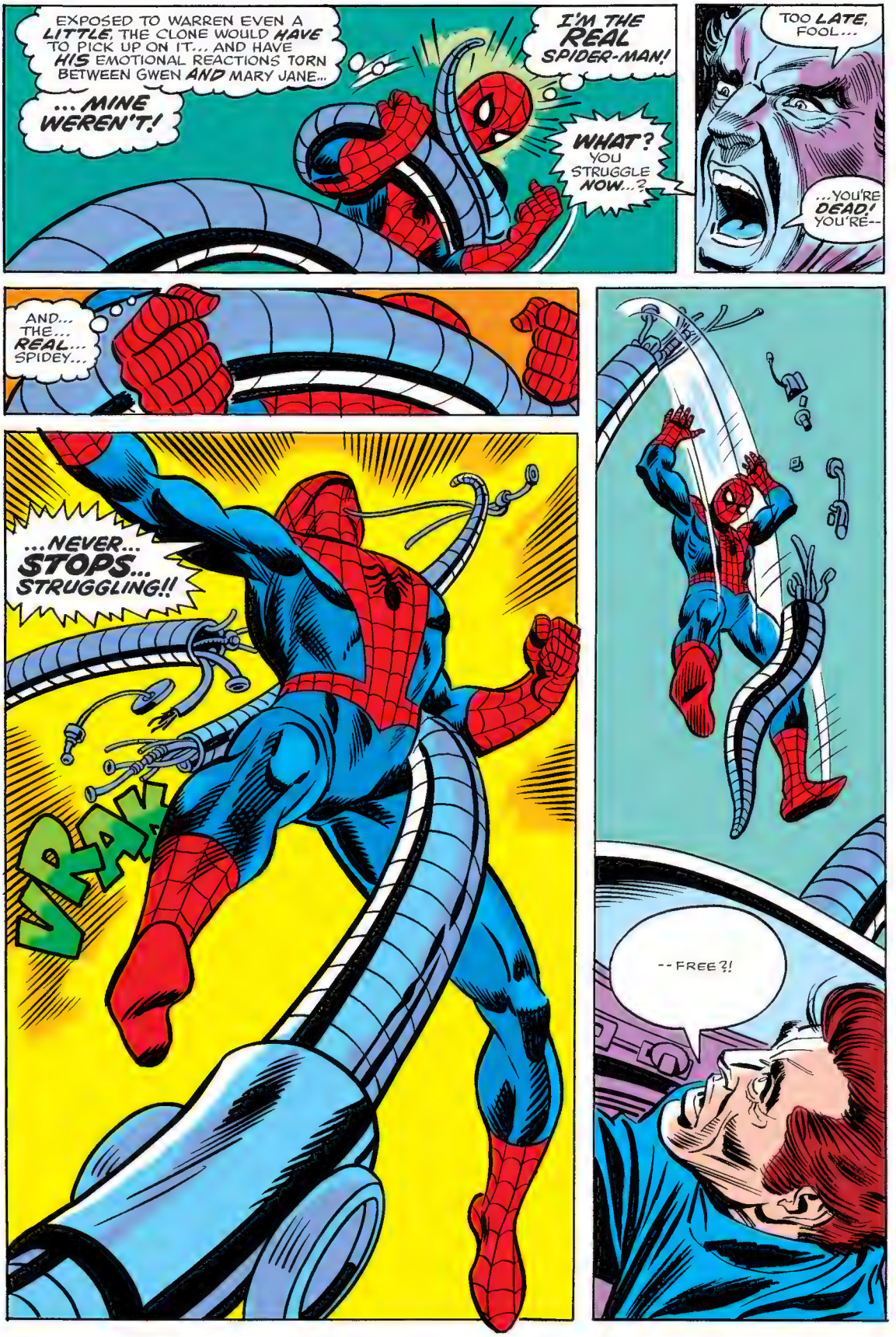


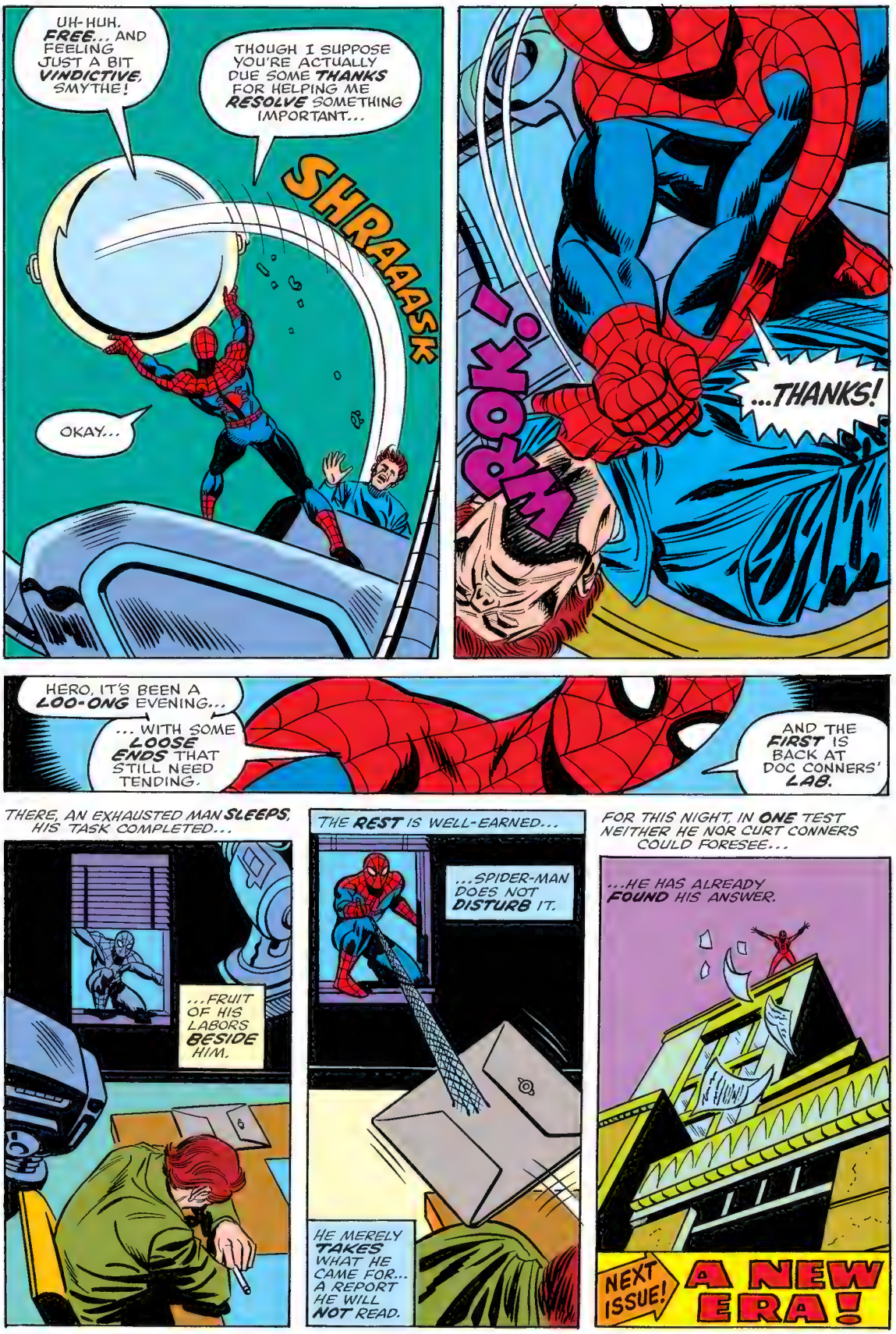

GONE!
DISINTEGRATED INTO NOTHINGNESS...!
LIKE SOME CRAZY, RECURRING NIGHTMA--
NIGHTMARE! MAYBE THAT'S JUST WHAT IT IS...! MAYBE I'M STILL LAYING ON CONNERS' COUCH... DREAMING...
I'VE HAD WHOPPERS LIKE THIS BEFORE... THE TIME I TOOK THE SERUM TO ELIMINATE MY SPIDER-POWERS...*
*OUR HISTORIC 100TH ISSUE, NATCH -- MARV.
TOO CONFUSED... TOO GROGGY... TO CARE ANYMORE...!
STARING AT A BLANK SPOT ON THE ALLEY FLOOR... DOESN'T HELP...!
IF THIS IS A NIGHTMARE... I JUST WANT IT TO END.
JUST WANT TO WAKE U--
SPIDEY-SENSE TINGLING--
BEHIND ME--!
TOO LATE, SPIDER-MAN!
YOUR NIGHTMARE HAS FAR FROM RUN ITS COURSE.
THAT MACHINE--! SEEMS BIGGER... MORE POWERFUL-LOOKING... B-BUT...
BUT IT'S DEFINITELY WHAT YOU FEAR.
PROFESSOR SMYTHE... AND HIS SPIDER-SLAYER ROBOT!


HAD... HARD ENOUGH TIME WITH SMYTHE'S CREATIONS IN THE PAST... WHEN I WAS IN TOP SHAPE...!
BETTER DO THE... "HE WHO FIGHTS AND RUNS AWAY" NUMBER...
BLAST OF WEBBING OVER THE OBSERVATION BUBBLE... WILL LEAVE HIM BLIND... GIVE ME A CHANCE TO--
W-WHAT--?!
DEAR ME, SPIDER-MAN. CAN YOU HAVE EXHAUSTED YOUR SUPPLY OF WEB FLUID...?
KLIK KLIK
...PITY.
SPRONG!
BECAUSE MY SPIDER-SLAYER IS SUFFERING NO SUCH SHORTAGE.
THAT DOESN'T BODE WELL FOR YOU AT ALL.
BANDS TIGHTENING... CONSTRICTING...! HOLDING ME SO...
...CAN'T ESCAPE THAT... STEEL TENTACLE...
MAYBE IT'S BEST... MAYBE I SHOULD STOP STRUGGLING... WAIT FOR SMYTHE TO GO UP IN SMOKE... LIKE THE OTHERS...
LET WHOLE... CRAZY NIGHTMARE... FINALLY END...! THAT'S ALL IT IS... CRAZY... NIGHT...
YES, JUST A NIGHTMARE, WALL-CRAWLER...


WHUNG
BUT THIS NIGHTMARE IS A LIVING ONE...!
THE SOUND IS A MOIST SOUND, A TERRIBLE SOUND. FLESH STRIKING WALLS OF BRICK AND STONE...
CREATED BY ME!
AND IT HAS ONLY JUST BEGUN...
MY VARIOUS SPIDER-SLAYERS WERE NEVER QUITE A MATCH FOR YOU...
...SO THIS TIME I GAVE THEM SOME PRELIMINARY AID...
...THREE HUMANOID ROBOTS.
WHUNG!
DESIGNED TO LOOK AND REACT LIKE YOUR FORMER FOES...
DESIGNED TO BATTER, TORMENT AND EXHAUST YOU PHYSICALLY...
THEN UPON SUFFICIENT IMPACT... SELF-DESTRUCT!
ACID CAPSULES WITHIN THEM ASSURED TOTAL DISINTEGRATION... SO THEY SEEMINGLY VANISHED...
...TO CONFUSE AND EXHAUST YOU MENTALLY!
LEAVING YOU ALL BUT DEFENSELESS...
WHUNG!
...WHEN AT LAST MY SPIDER-SLAYER AND I FACED YOU...
...THE PERFECT VICTIM!
TOO WEAK... TOO FAR GONE... TO SNAP TENTACLE...
H-HE'S...REALLY... GOT...ME...!


WHUNG!
P-PASSING OUT...! ONE... TWO... MORE BLOWS... WILL F-FINISH ME...!
MAY... BE... AS WELL...! DON'T KNOW WHO... WHAT... I AM...
H-HOW... COULD I LIVE... WITH BEING CLONE ANYWAY...?
SOME SAY PRIOR TO DEATH, A PERSON'S LIFE PASSES BEFORE THEM... PETER PARKER'S DOES NOT.
HE WORRIES OVER THE FATE OF HIS AUNT MAY... BUT HIS LAST THOUGHT IN CLOSING DARKNESS IS OF:
"MARY JANE...
"TOOK ME SO LONG TO FINALLY REALIZE SHE'S--
"--SHE'S THE ONE I CARE FOR!
"PROFESSOR WARREN'S CLONE MIGHT REMEMBER THE SAME THING... BUT MY THINKING OF IT NOW IS PURE EMOTIONAL RESPONSE..."
...ONE THE CLONE COULDN'T HAVE! MOST EMOTIONAL RESPONSES ARE LEARNED FROM OUTSIDE STIMULI...
THAT MEANS PROF. WARREN IN THE CLONE'S CASE.
AND WARREN WAS MOTIVATED BY INSANE JEALOUSY--
--FROM WHEN GWEN AND I WERE IN LOVE!


EXPOSED TO WARREN EVEN A LITTLE, THE CLONE WOULD HAVE TO PICK UP ON IT... AND HAVE HIS EMOTIONAL REACTIONS TORN BETWEEN GWEN AND MARY JANE...
...MINE WEREN'T!
I'M THE REAL SPIDER-MAN!
WHAT? YOU STRUGGLE NOW...?
TOO LATE, FOOL...
...YOU'RE DEAD! YOU'RE--
AND... THE... REAL... SPIDEY...
...NEVER... STOPS... STRUGGLING!!
VRAK
--FREE?!


UH-HUH. FREE... AND FEELING JUST A BIT VINDICTIVE, SMYTHE!
THOUGH I SUPPOSE YOU'RE ACTUALLY DUE SOME THANKS FOR HELPING ME RESOLVE SOMETHING IMPORTANT...
SHRAAASK
OKAY...
WROK!
...THANKS!
HERO, IT'S BEEN A LOO-ONG EVENING...
... WITH SOME LOOSE ENDS THAT STILL NEED TENDING.
AND THE FIRST IS BACK AT DOC CONNERS' LAB.
THERE, AN EXHAUSTED MAN SLEEPS, HIS 'TASK' COMPLETED...
...FRUIT OF HIS LABORS BESIDE HIM.
THE REST IS WELL-EARNED...
...SPIDER-MAN DOES NOT DISTURB IT.
HE MERELY TAKES WHAT HE CAME FOR... A REPORT HE WILL NOT READ.
FOR THIS NIGHT, IN ONE TEST NEITHER HE NOR CURT CONNERS COULD FORESEE...
...HE HAS ALREADY FOUND HIS ANSWER.
NEXT ISSUE!
A NEW ERA!

SPIDER MAN
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02457
the AMAZING SPIDER-MAN®
FLOODING THIS SEWER WON'T HELP YOU, MISTER!
ONLY ONE OF US IS LEAVING HERE ALIVE!
CAN YOU GUESS THE SHOCKING SECRET IDENTITY OF SPIDEY'S SUPER-FOE?

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

BEGIN A *NEW* ERA OF WALL-CRAWLING *WONDERMENT* WITH: LEN WEIN *WRITER/EDITOR* * ROSS ANDRU & JOHN ROMITA *ILLUSTRATORS* * GLYNIS WEIN: *colorist* JOHN COSTANZA: *letterer*

SKIRMISH
BENEATH THE STREETS!
THINGS ARE SENT HERE TO DIE -- TO BE PURIFIED BY FIRE AND REDUCED TO VAGRANT ASH -- OR BE PILED INTO BARGES AND UN-CEREMONIOUSLY DUMPED BEYOND THE 12-MILE LIMIT.
THE NEW YORK CITY DEPARTMENT OF SANITATION CALLS THIS PLACE AN INCINERATING PLANT; THE LOCAL RESIDENTS CALL IT AN EYESORE; BUT THE WEB-SLINGING SPIDER-MAN MAY WELL CALL IT A GODSEND --
--FOR HE HAS COME TO THESE JUTTING TOWERS DEEP IN THE WILDS OF BROOKLYN -- TO RID HIMSELF OF A NIGHTMARE!

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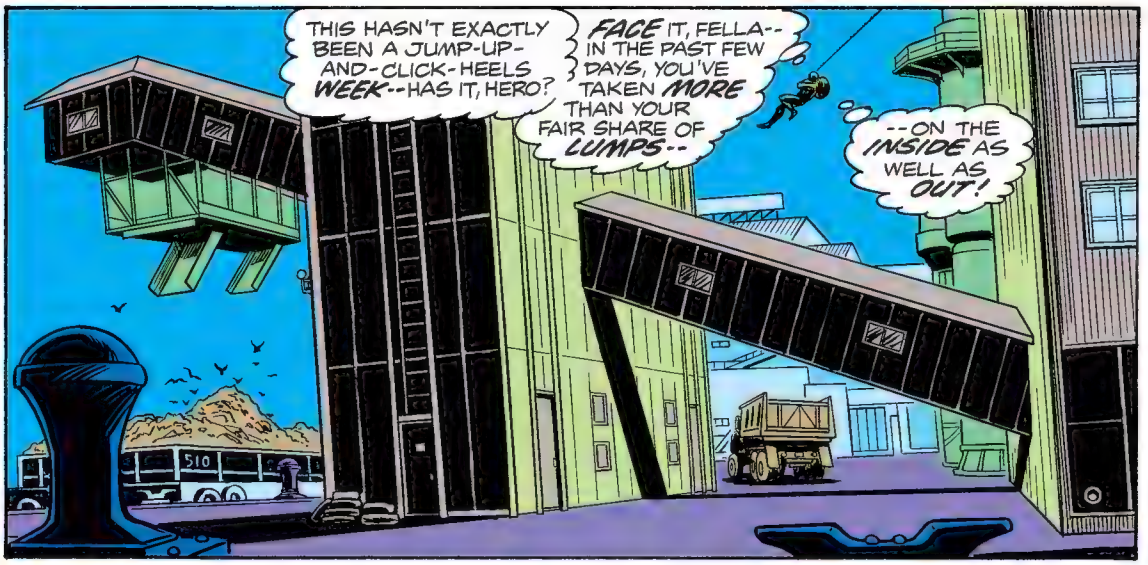
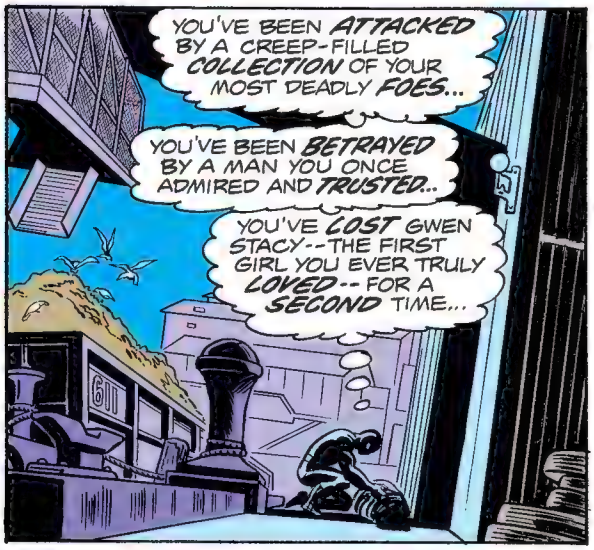
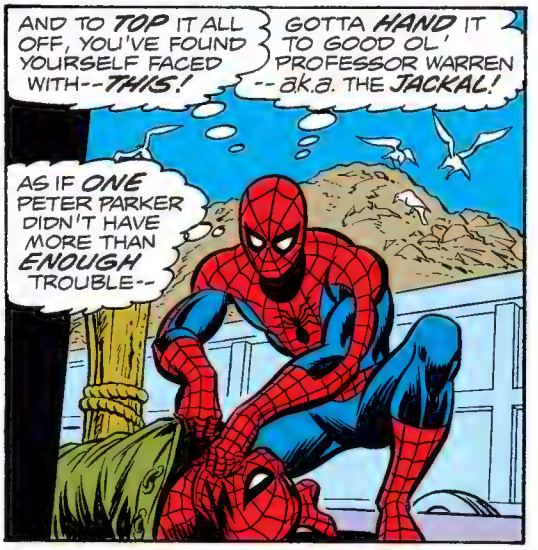
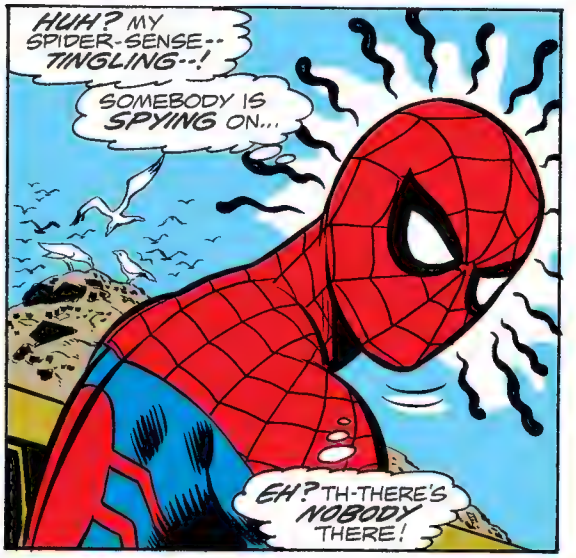
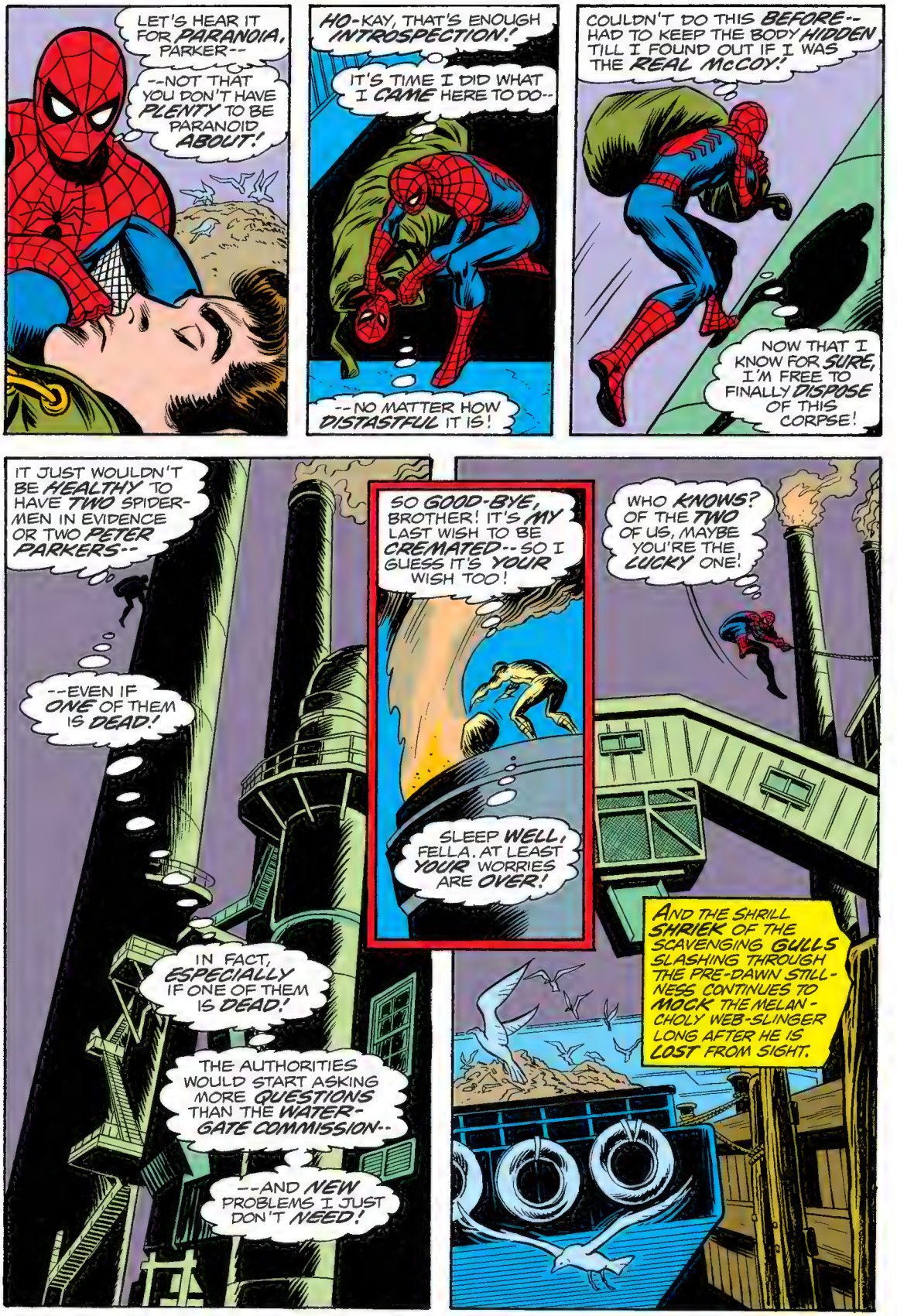

THIS HASN'T EXACTLY BEEN A JUMP-UP-AND-CLICK-HEELS WEEK--HAS IT, HERO?
FACE IT, FELLA--IN THE PAST FEW DAYS, YOU'VE TAKEN MORE THAN YOUR FAIR SHARE OF LUMPS--
--ON THE INSIDE AS WELL AS OUT!


YOU'VE BEEN ATTACKED BY A CREEP-FILLED COLLECTION OF YOUR MOST DEADLY FOES...
YOU'VE BEEN BETRAYED BY A MAN YOU ONCE ADMIRED AND TRUSTED...
YOU'VE LOST GWEN STACY--THE FIRST GIRL YOU EVER TRULY LOVED--FOR A SECOND TIME...

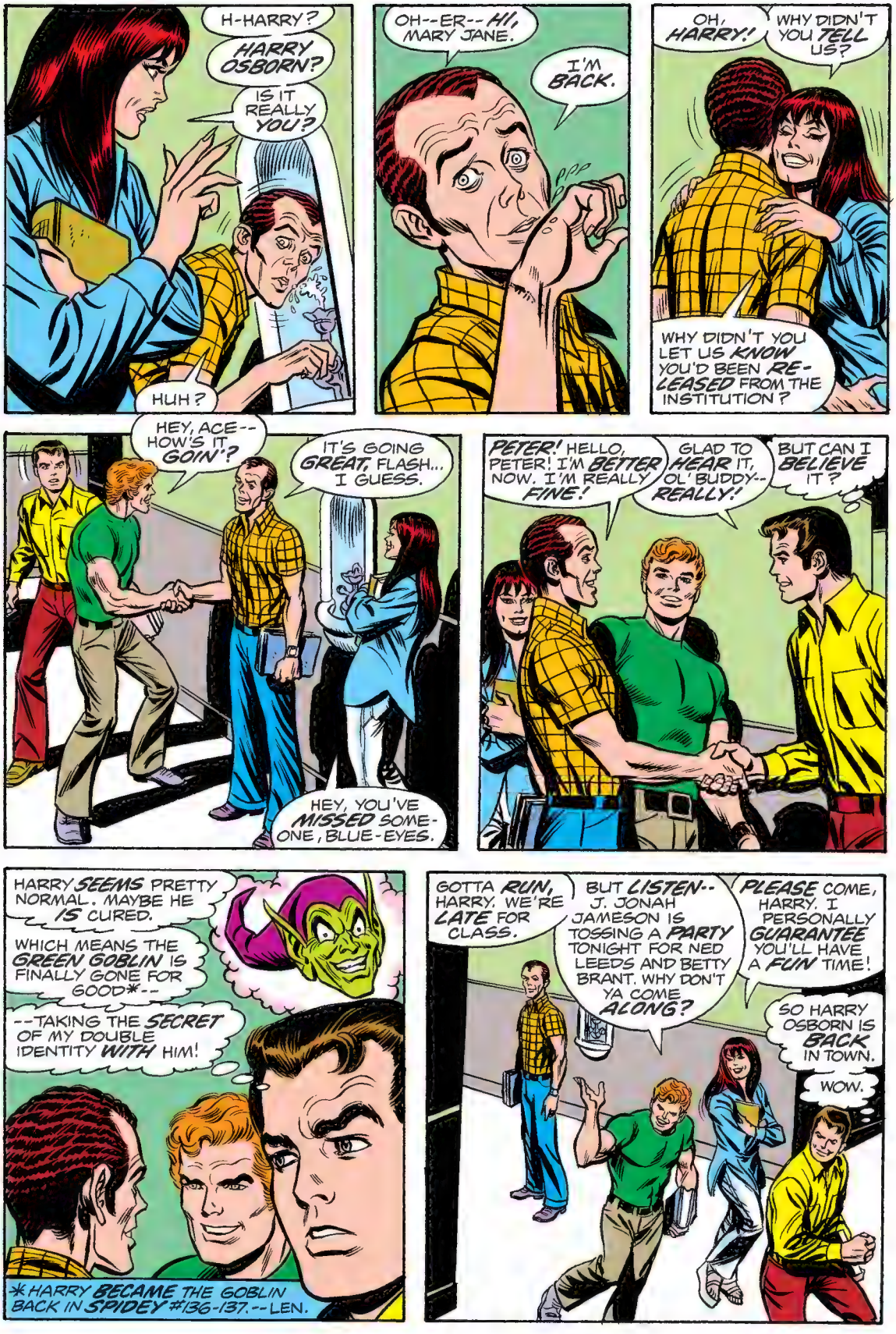

AND TO TOP IT ALL OFF, YOU'VE FOUND YOURSELF FACED WITH--THIS!
GOTTA HAND IT TO GOOD OL' PROFESSOR WARREN--a.k.a. THE JACKAL!
AS IF ONE PETER PARKER DIDN'T HAVE MORE THAN ENOUGH TROUBLE--

--HE HAD TO GO AND GIVE THE WORLD TWO!
STILL GIVES ME THE CHILLS JUST TO LOOK AT HIM! IF I DIDN'T KNOW HE WAS ONLY A CLONE, I'D...

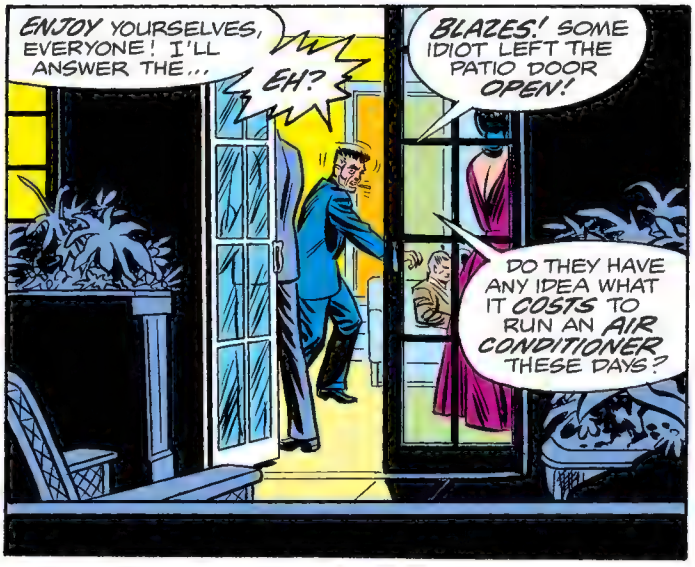

HUH? MY SPIDER-SENSE--TINGLING--!
SOMEBODY IS SPYING ON...
EH? TH-THERE'S NOBODY THERE!


LET'S HEAR IT FOR PARANOIA, PARKER--
--NOT THAT YOU DON'T HAVE PLENTY TO BE PARANOID ABOUT!
HO-KAY, THAT'S ENOUGH INTROSPECTION!
IT'S TIME I DID WHAT I CAME HERE TO DO--
--NO MATTER HOW DISTASTFUL IT IS!
COULDN'T DO THIS BEFORE-- HAD TO KEEP THE BODY HIDDEN TILL I FOUND OUT IF I WAS THE REAL McCOY!
NOW THAT I KNOW FOR SURE, I'M FREE TO FINALLY DISPOSE OF THIS CORPSE!
IT JUST WOULDN'T BE HEALTHY TO HAVE TWO SPIDER-MEN IN EVIDENCE OR TWO PETER PARKERS--
--EVEN IF ONE OF THEM IS DEAD!
IN FACT, ESPECIALLY IF ONE OF THEM IS DEAD!
THE AUTHORITIES WOULD START ASKING MORE QUESTIONS THAN THE WATER-GATE COMMISSION--
--AND NEW PROBLEMS I JUST DON'T NEED!
SO GOOD-BYE, BROTHER! IT'S MY LAST WISH TO BE CREMATED--SO I GUESS IT'S YOUR WISH TOO!
SLEEP WELL, FELLA. AT LEAST YOUR WORRIES ARE OVER!
WHO KNOWS? OF THE TWO OF US, MAYBE YOU'RE THE LUCKY ONE!
AND THE SHRILL SHRIEK OF THE SCAVENGING GULLS SLASHING THROUGH THE PRE-DAWN STILL-NESS CONTINUES TO MOCK THE MELAN-CHOLY WEB-SLINGER LONG AFTER HE IS LOST FROM SIGHT.

CUT: TO THE CAMPUS OF EMPIRE STATE UNIVERSITY, SEVERAL HOURS LATER...
SOMETHING WRONG THIS MORNING, TIGER--OR IS THAT A STUPID QUESTION?
HUH? OH. YEAH.
YOU LOOK LIKE YOU JUST LOST YOUR BEST FRIEND.
MAYBE I HAVE, MARY JANE. MAYBE I HAVE.
YOU MEAN POOR PROFESSOR WARREN, DON'T YOU? SORRY, PETEY-- I'D ALMOST FORGOTTEN HOW CLOSE YOU TWO WERE BEFORE HIS DEATH.
MJ, YOU HAVE NO IDEA HOW CLOSE.
HEY, ANYBODY HERE REALIZE WHAT TIME IT IS?
YOU GUYS HAVE EXACTLY TWO MINUTES TILL THE BELL RINGS! YOU DON'T WANNA BE LATE, DO YA?
SPEAK FOR YOURSELF, MR. THOMPSON. ME-- I WAS JUST GETTING COMFORTABLE.
YOU WERE ALSO GETTING GRASS STAINS ON YOUR JEANS.
YOU KNOW, PARKER-- SOMETIMES I THINK YOU DON'T APPRECIATE THESE HALLOWED HALLS OF HIGHER LEARNING.
WHOA! STOP THE PRESSES!
COULD THIS BE THE SAME FLASH THOMPSON WHO USED TO CALL ME THE LAST OF THE BIG-TIME BOOKWORMS?
TIMES CHANGE, PAL, I GUESS PEOPLE CHANGE WITH 'EM.
RIGHT NOW THE MOST IMPORTANT THING IN MY LIFE IS MY EDUCATION.
THIS IS ONE EX-GI WHO INTENDS TO MAKE SOMETHING OF HIMSELF!
WELL, GOOD FOR YOU, HANDSOME.
GOT A FEELING THE FINISHED PRODUCT WILL BE WELL WORTH WAITING FOR.
IF YOU KNOW WHAT I...
HUH?


H-HARRY?
HARRY OSBORN?
IS IT REALLY YOU?
HUH?
OH--ER--HI, MARY JANE.
I'M BACK.
OH, HARRY!
WHY DIDN'T YOU TELL US?
WHY DIDN'T YOU LET US KNOW YOU'D BEEN RE-LEASED FROM THE INSTITUTION?
HEY, ACE--HOW'S IT GOIN'?
IT'S GOING GREAT, FLASH... I GUESS.
HEY, YOU'VE MISSED SOME-ONE, BLUE-EYES.
PETER! HELLO, PETER! I'M BETTER NOW. I'M REALLY FINE!
GLAD TO HEAR IT, OL' BUDDY--REALLY!
BUT CAN I BELIEVE IT?
HARRY SEEMS PRETTY NORMAL. MAYBE HE IS CURED.
WHICH MEANS THE GREEN GOBLIN IS FINALLY GONE FOR GOOD*--
--TAKING THE SECRET OF MY DOUBLE IDENTITY WITH HIM!
*HARRY BECAME THE GOBLIN BACK IN SPIDEY #136-137.--LEN.
GOTTA RUN, HARRY. WE'RE LATE FOR CLASS.
BUT LISTEN--J. JONAH JAMESON IS TOSSING A PARTY TONIGHT FOR NED LEEDS AND BETTY BRANT. WHY DON'T YA COME ALONG?
PLEASE COME, HARRY. I PERSONALLY GUARANTEE YOU'LL HAVE A FUN TIME!
SO HARRY OSBORN IS BACK IN TOWN.
WOW.

AND EVEN THOUGH WE WEREN'T INVITED, WHAT SAY WE JUMP AHEAD A FEW HOURS AND TRUCK ON OVER TO AN ENGAGEMENT PARTY IN PROGRESS ON THE UPPER EAST SIDE--
--IN THE PENTHOUSE APARTMENT OF A CERTAIN PHILANTHROPIC NEWSPAPER PUBLISHER WE'VE ALL COME TO KNOW.. AND LOVE?
EAT, DRINK AND BE MERRY, EVERYONE! TONIGHT THE TAB IS BEING PICKED UP BY YOUR OWN J. JONAH JAMESON!
BING BONG
I WANT YOU ALL TO REMEMBER THAT THE NEXT TIME YOU ASK FOR A RAISE!


ENJOY YOURSELVES, EVERYONE! I'LL ANSWER THE...
EH?
BLAZES! SOME IDIOT LEFT THE PATIO DOOR OPEN!
DO THEY HAVE ANY IDEA WHAT IT COSTS TO RUN AN AIR CONDITIONER THESE DAYS?

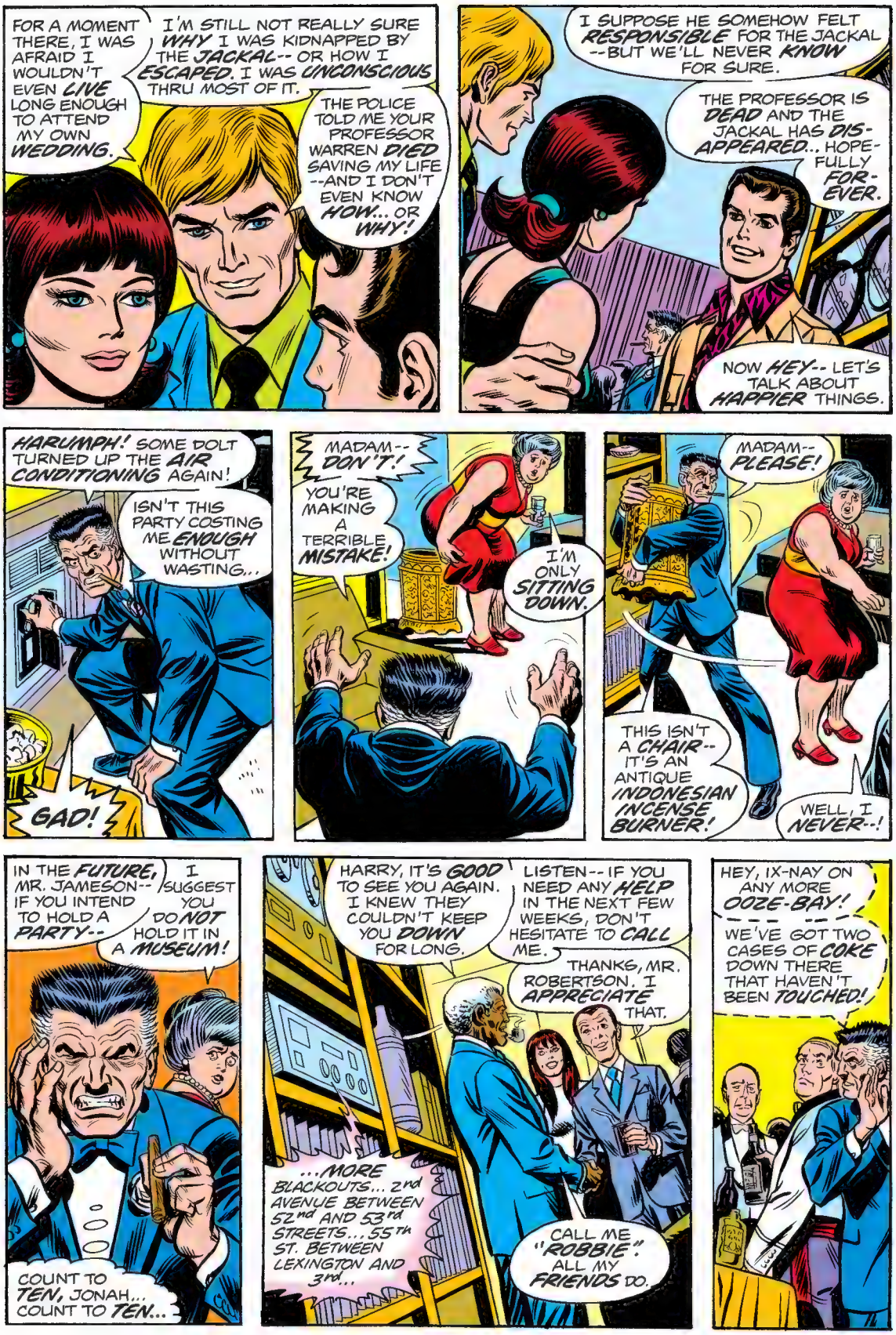
ELECTRICITY DOESN'T GROW ON TREES, YOU KNOW! IT'S...
BING BONG
YEAH--KEEP YOUR SHIRT ON! I'M COMING! I'M COMING!

OHHHH-- JUST WAIT'LL I GET MY HANDS ON JOE ROBERTSON FOR TALKING ME INTO THIS MESS!
BING BONG

ALRIGHT ALREADY! YOU DON'T HAVE TO WEAR AWAY YOUR BLASTED FINGER PRESSING THAT...
SO IT'S YOU, PARKER! I SHOULD'VE KNOWN!
EVENING, J. JONAH!
WHY AREN'T YOU OUT SOMEWHERE TAKING PICTURES OF SOMETHING? I'VE GOT ENOUGH PROBLEMS HERE!

WHY, MR. JAMESON-- WHAT A MARVELOUS JAMES CAGNEY IMPERSONATION! I DIDN'T KNOW YOU HAD ACTING ABILITY.
TELL ME--ARE THOSE RUMORS TRUE ABOUT YOU REPLACING ROBERT REDFORD IN HIS LATEST FILM?
ER-- RUMORS? M-ME AND... ROBERT REDFORD?

WELL--ER--ACTUALLY--THEY CALLED ME ABOUT IT BUT I WAS--ER--TOO BUSY TO... HUH?
LORD--NO! NOT MY GUY LOMBARDO RECORDS--!
YOU--AH--DON'T REALLY WANT TO LISTEN TO THOSE--ER--CLASSICS, THOMPSON! GIMME THAT!
WHY DON'T I TURN ON THE RADIO--AND FIND US SOME NICE MANTOVANI MUSIC?
MANTOVANI? WHAT GROUP DOES HE PLAY WITH?
BECAUSE THIS IS A PARTY, THOMPSON--I'M GOING TO PRETEND YOU DIDN'T SAY THAT!
...AND WE'LL CONTINUE TO GIVE YOU THE BULLETINS AS SOON AS THEY COME IN! NOW BACK TO "MAKE-BELIEVE BALLROOM"...
GAD! PARKER'S FRIENDS ARE AS BIZARRE AS HE IS!
HEY, HARRY DID COME AFTER ALL, DOESN'T SEEM TO BE HAVING A VERY GOOD TIME, THOUGH.
THE MAN NEEDS CHEERING UP, TIGER--
DR PPER
--AND THAT IS DEFINITELY MY DEPARTMENT.
HIYA, HANDSOME, MIND IF OL' MJ JOINS YOU?
I GUESS WE'VE GOT A LOT TO TALK OVER.
MAYBE WE DO, MARY JANE--BUT MY THERAPIST SAYS I SHOULD FORGET THE PAST.
I'M JUST HAPPY WE CAN STILL BE FRIENDS.
WOULD YOU LIKE A SIP OF MY DR. PEPPER?
ER--UH--YEAH. AT THIS POINT, I COULD USE IT.
BETTY BRANT AND NED LEEDS--TWO OF MY FAVORITE PEOPLE--TYING THE KNOT AT LAST!
TO TELL THE TRUTH, PETER--NEITHER CAN WE.
I STILL CAN'T GET OVER IT!
...ANOTHER BULLETIN! THE ISOLATED POWER BLACKOUTS ACROSS MANHATTAN CONTINUE! JUST MOMENTS AGO, 47th STREET BETWEEN LEXINGTON AND 3rd AVENUES JOINED THE OTHERS...


FOR A MOMENT THERE, I WAS AFRAID I WOULDN'T EVEN LIVE LONG ENOUGH TO ATTEND MY OWN WEDDING.
I'M STILL NOT REALLY SURE WHY I WAS KIDNAPPED BY THE JACKAL-- OR HOW I ESCAPED. I WAS UNCONSCIOUS THRU MOST OF IT.
THE POLICE TOLD ME YOUR PROFESSOR WARREN DIED SAVING MY LIFE --AND I DON'T EVEN KNOW HOW... OR WHY!
I SUPPOSE HE SOMEHOW FELT RESPONSIBLE FOR THE JACKAL --BUT WE'LL NEVER KNOW FOR SURE.
THE PROFESSOR IS DEAD AND THE JACKAL HAS DISAPPEARED... HOPEFULLY FOREVER.
NOW HEY-- LET'S TALK ABOUT HAPPIER THINGS.
HARUMPH! SOME DOLT TURNED UP THE AIR CONDITIONING AGAIN!
ISN'T THIS PARTY COSTING ME ENOUGH WITHOUT WASTING...
GAD!
MADAM-- DON'T! YOU'RE MAKING A TERRIBLE MISTAKE!
I'M ONLY SITTING DOWN.
MADAM-- PLEASE!
THIS ISN'T A CHAIR-- IT'S AN ANTIQUE INDONESIAN INCENSE BURNER!
WELL, I NEVER--!
IN THE FUTURE, MR. JAMESON-- IF YOU INTEND TO HOLD A PARTY--
I SUGGEST YOU DO NOT HOLD IT IN A MUSEUM!
COUNT TO TEN, JONAH... COUNT TO TEN...
HARRY, IT'S GOOD TO SEE YOU AGAIN. I KNEW THEY COULDN'T KEEP YOU DOWN FOR LONG.
LISTEN-- IF YOU NEED ANY HELP IN THE NEXT FEW WEEKS, DON'T HESITATE TO CALL ME.
THANKS, MR. ROBERTSON. I APPRECIATE THAT.
...MORE BLACKOUTS... 2nd AVENUE BETWEEN 52nd AND 53rd STREETS... 55TH ST. BETWEEN LEXINGTON AND 3rd...
CALL ME "ROBBIE". ALL MY FRIENDS DO.
HEY, IX-NAY ON ANY MORE OOZE-BAY!
WE'VE GOT TWO CASES OF COKE DOWN THERE THAT HAVEN'T BEEN TOUCHED!

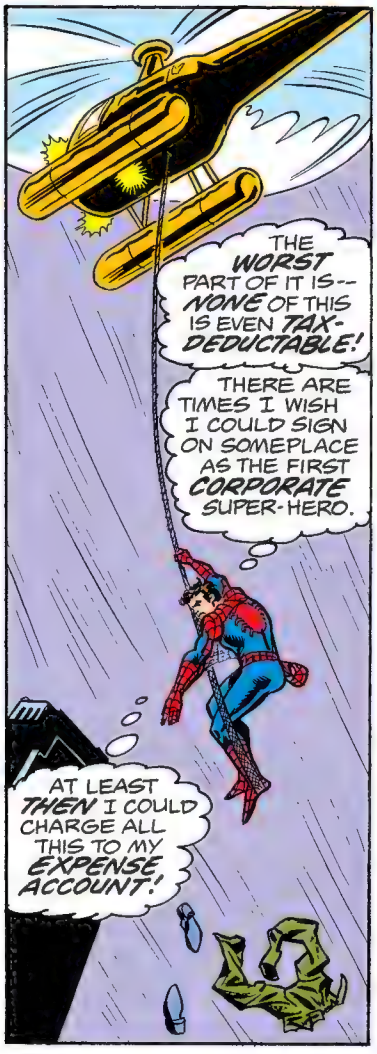
CON EDISON SPOKESMEN DENY ANY KNOWLEDGE OF THE BLACK-OUT'S ORIGINS... BUT EXPLAIN THAT EVERYTHING POSSIBLE IS BEING DONE TO RECTIFY THE SITUATION AS SWIFTLY AS...
THAT'S A NEW TWIST--SYSTEMATIC POWER FAILURES! AND FROM THE SOUND OF THINGS, THEY'RE HEADING THIS WAY!
GLUTTONS! THEY'VE GONE THRU THREE PLATTERS OF CAVIER SO FAR--
--BUT THEY HAVEN'T TOUCHED THE BLASTED TUNA SALAD.
UH-UH, MISS BOSWELL--CAVIER IS BAD FOR THE TEETH.
B-BUT I DON'T LIKE TUNA FISH, MR. JAMESON.
HERE--TRY SOME OF THIS DELICIOUS TUNA SALAD.
COME NOW, MISS BOSWELL. TRY THE TUNA-- OR YOU'RE FIRED.
DOCTOR PEPPER AGAIN? HAVEN'T YOU GOT ANYTHING WITH A LITTLE ZING IN IT?
I'M SORRY, SIR--YOUR HOST'S ORDERS. HE'LL ALLOW NOTHING TO BE SERVED THAT HAS MORE ZING THAN HE HAS.
...BLACKOUT EMERGENCY PROCEDURES ARE BEING INSTITUTED BY MAYOR BEAME, WHO PROMISES A QUICK END TO...
HMMM--THINGS ARE BEGINNING TO SOUND DESPERATE.
FOLKS, MAY I HAVE YOUR ATTENTION FOR A MOMENT?
J. JONAH JAMESON HAS A LITTLE--ER--UNREHEARSED ANNOUNCEMENT TO MAKE!
CAN'T SEE ANYTHING FROM HERE.
AS YOU ALL KNOW, BETTY BRANT AND NED LEEDS HAVE FAITHFULLY SERVED THE DAILY BUGLE FOR MANY YEARS--
HEY--THERE GOES THE NEXT BLOCK OVER!
--SO IN HONOR OF THEIR MARRIAGE, I AM TRANSFERING THEM BOTH TO OUR PARIS BRANCH, TO ALLOW THEM SORT OF A--ER--WORKING HONEYMOON!
YES, FOLKS--NEVER LET IT BE SAID YOUR PEERLESS PUBLISHER HASN'T GOT A HEART AS BIG AS...
BLAZES! WHAT'S HAPPENED TO THE LIGHTS?

THAT, J. JONAH, IS ONE VERY GOOD QUESTION--
--AND I'M BEGINNING TO GET THE UNCOMFORTABLE FEELING I KNOW THE ANSWER!
CON ED CLAIMS IT'S NOT RESPONSIBLE FOR THE BLACKOUTS--AND I BELIEVE IT.
A MASSIVE POWER FAILURE WOULD BLACKOUT THE WHOLE CITY--A WIRING FOUL-UP SOMEWHERE MIGHT BLACKOUT A BUILDING, MAYBE AN ENTIRE BLOCK--
--BUT A CONSECUTIVE BLACKOUT OF SELECTED STREETS HAS GOT TO BE DELIBERATE!
MY SPIDER-EARLY-WARNING SYSTEM TELLS ME SOMETHING ROTTEN IS BREWING DOWN...
WHUPPA WHUPPA
HUH?
A POLICE 'COPTER! SEEMS THE BOYS IN BLUE SHARE MY SUSPICIONS.
HATE TO LEAVE THE PARTY--BUT I'VE GOT TO GO SEE IF I CAN HELP!
ONLY HOW DO I GET PAST JONAH, MJ, AND ALL THE OTHERS INSIDE WITHOUT THEM SEEING...
OH.
FLIK!
THERE! THAT SHOULD SHED A LITTLE LIGHT ON THE SUBJECT.
EVERYONE OKAY IN HERE?
ROBBIE, HAVE YOU SEEN PETER? I CAN'T FIND HIM ANYWHERE.
TRY THE BALCONY, MARY JANE. I THINK I SAW HIM HEADING THERE.
PETER? TIGER, ARE YOU OUT HERE? PETER?
HE'S GONE! BUT... WHERE?

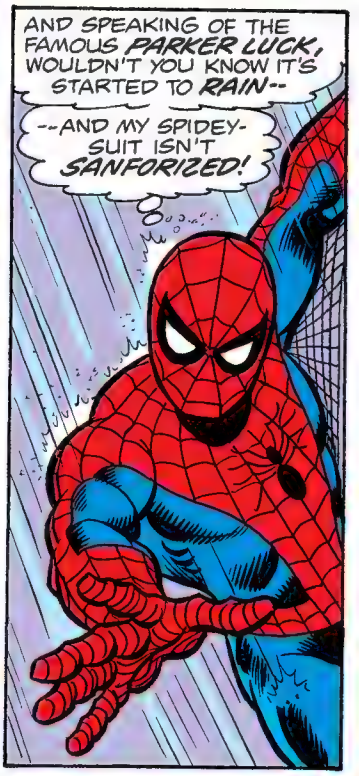
BELIEVE US, MS. WATSON-- IF YOU KNEW, YOU WOULDN'T WANNA KNOW!
SOMEDAY... SOME DAY... I'M GOING TO THINK BEFORE I LEAP!
GETTING UP HERE WAS EASY--

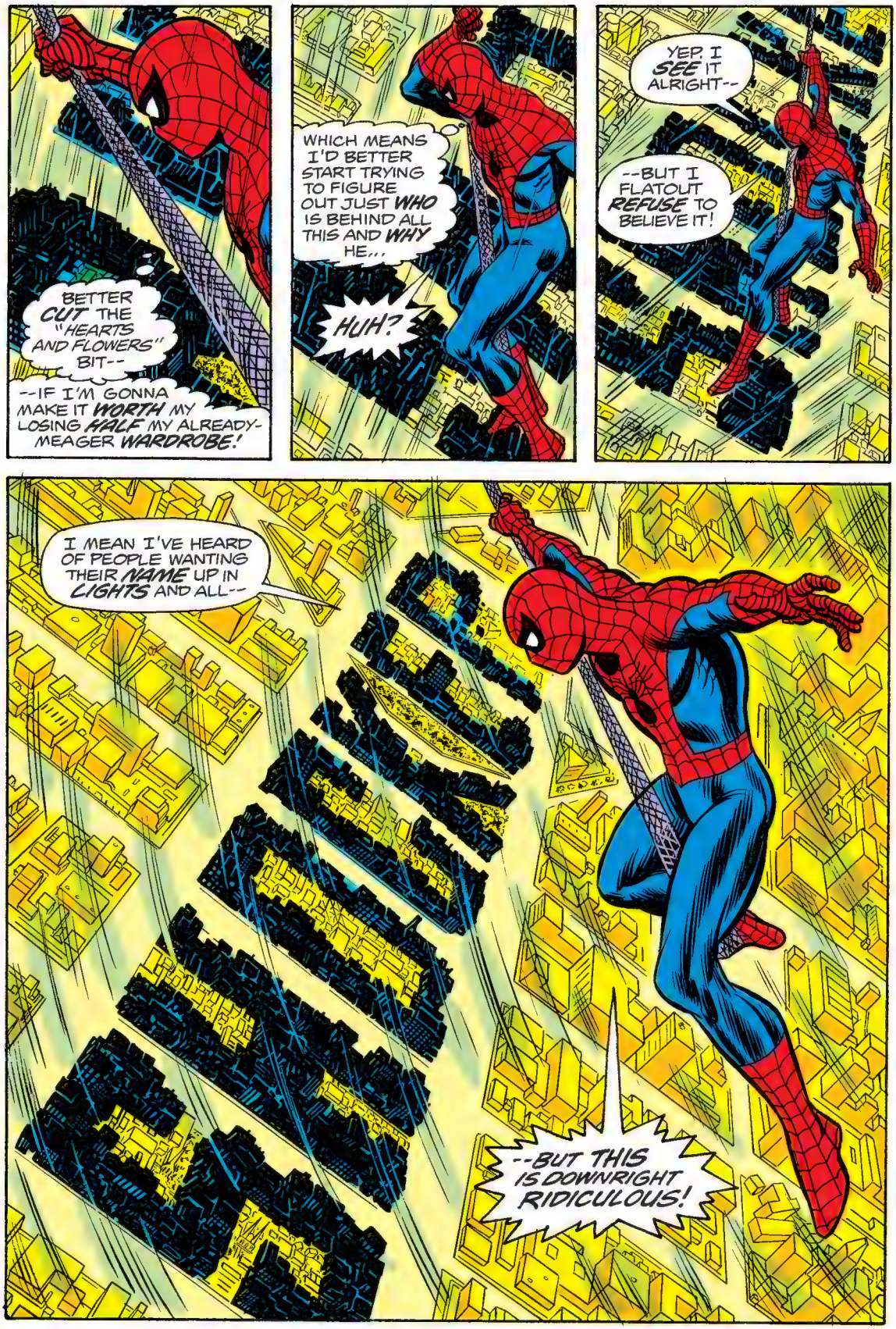
--BUT CHANGING INTO MY COSTUME IS A WHOLE OTHER THING ENTIRELY!
THERE'S NO PLACE TO STASH ANY-THING UP HERE!

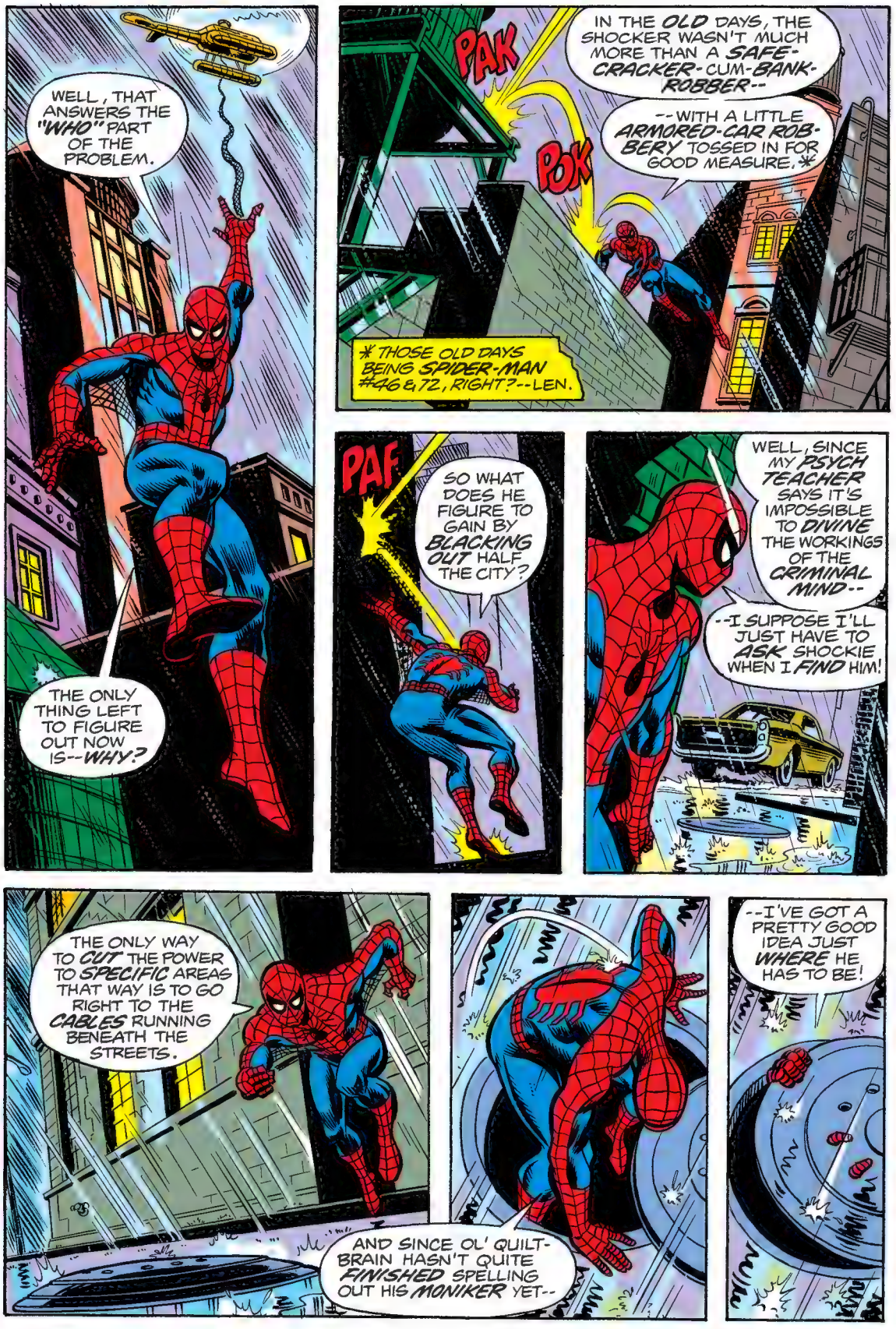
THERE WENT A BRAND-NEW SPORTS JACKET!
AND THAT USED TO BE MY FAVORITE SHIRT!
I'M GONNA HAVE TO HANG BY MY ARMPITS TO TAKE OFF MY SLACKS AND SHOES!


THE WORST PART OF IT IS-- NONE OF THIS IS EVEN TAX-DEDUCTABLE!
THERE ARE TIMES I WISH I COULD SIGN ON SOMEPLACE AS THE FIRST CORPORATE SUPER-HERO.
AT LEAST THEN I COULD CHARGE ALL THIS TO MY EXPENSE ACCOUNT!

OH, WHO AM I KIDDING?
WITH MY LUCK, I'D ALSO WIND UP AS THE FIRST SUPER-HERO TO GO ON UNEMPLOYMENT!

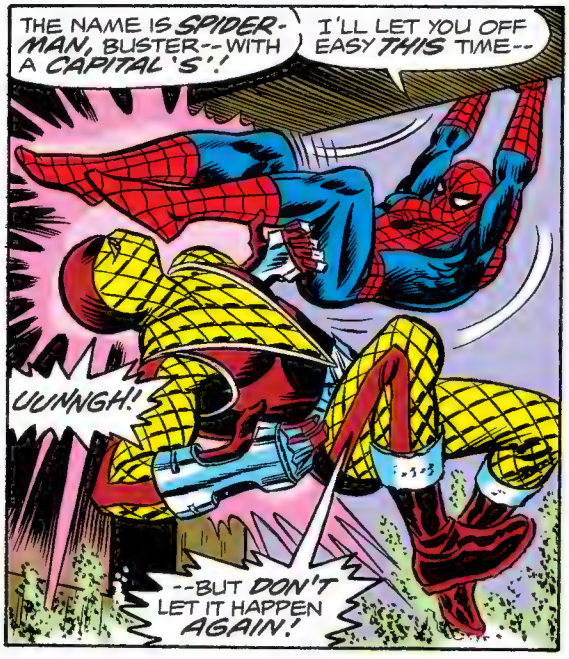

AND SPEAKING OF THE FAMOUS PARKER LUCK, WOULDN'T YOU KNOW IT'S STARTED TO RAIN--
--AND MY SPIDEY-SUIT ISN'T SANFORIZED!

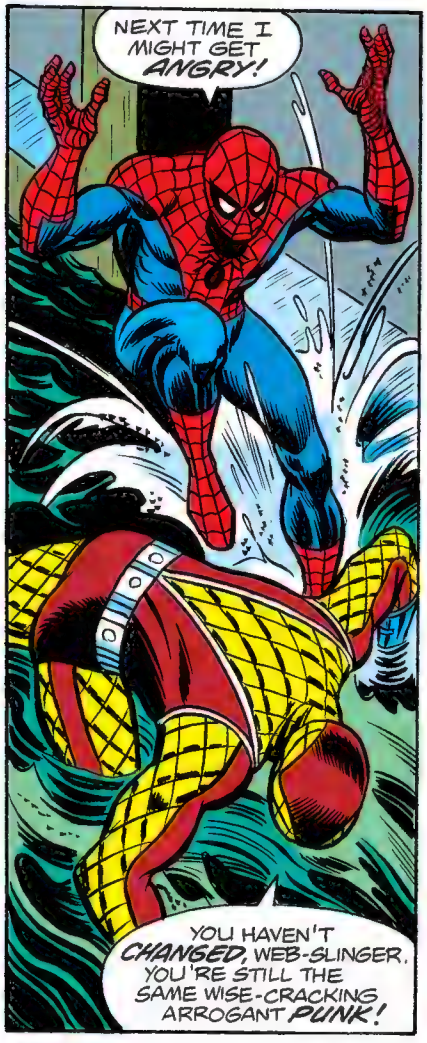

BETTER CUT THE "HEARTS AND FLOWERS" BIT--
--IF I'M GONNA MAKE IT WORTH MY LOSING HALF MY ALREADY-MEAGER WARDROBE!
WHICH MEANS I'D BETTER START TRYING TO FIGURE OUT JUST WHO IS BEHIND ALL THIS AND WHY HE...
HUH?
YEP. I SEE IT ALRIGHT--
--BUT I FLATOUT REFUSE TO BELIEVE IT!
I MEAN I'VE HEARD OF PEOPLE WANTING THEIR NAME UP IN LIGHTS AND ALL--
--BUT THIS IS DOWNRIGHT RIDICULOUS!

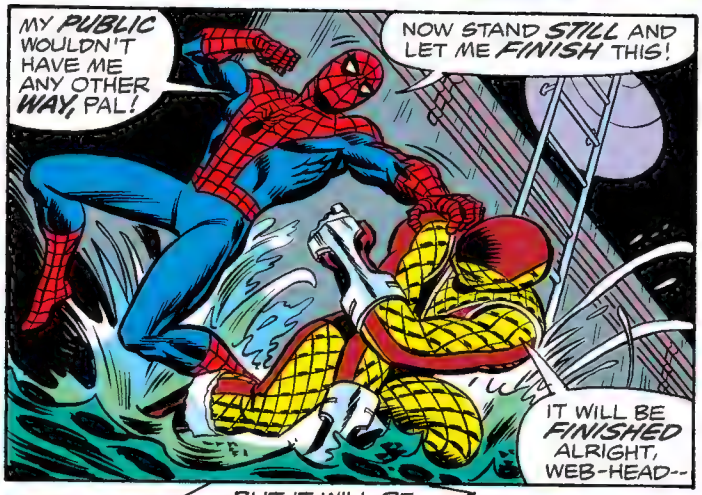

WELL, THAT ANSWERS THE "WHO" PART OF THE PROBLEM.
THE ONLY THING LEFT TO FIGURE OUT NOW IS--WHY?
PAK
POK
IN THE OLD DAYS, THE SHOCKER WASN'T MUCH MORE THAN A SAFE-CRACKER-CUM-BANK-ROBBER--
--WITH A LITTLE ARMORED-CAR ROBBERY TOSSED IN FOR GOOD MEASURE,*
* THOSE OLD DAYS BEING SPIDER-MAN #46 & 72, RIGHT?--LEN.
PAF
SO WHAT DOES HE FIGURE TO GAIN BY BLACKING OUT HALF THE CITY?
WELL, SINCE MY PSYCH TEACHER SAYS IT'S IMPOSSIBLE TO DIVINE THE WORKINGS OF THE CRIMINAL MIND--
--I SUPPOSE I'LL JUST HAVE TO ASK SHOCKIE WHEN I FIND HIM!
THE ONLY WAY TO CUT THE POWER TO SPECIFIC AREAS THAT WAY IS TO GO RIGHT TO THE CABLES RUNNING BENEATH THE STREETS.
AND SINCE OL' QUILT-BRAIN HASN'T QUITE FINISHED SPELLING OUT HIS MONIKER YET--
--I'VE GOT A PRETTY GOOD IDEA JUST WHERE HE HAS TO BE!

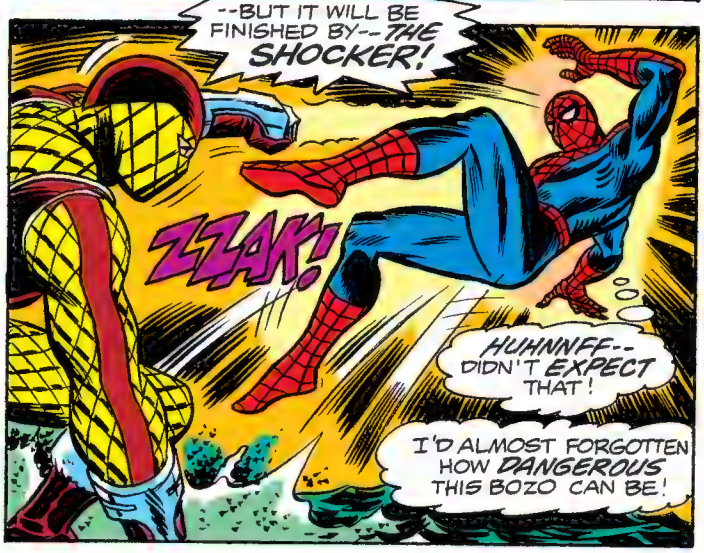
MAN, IS IT EVER COLD AND CLAMMY DOWN HERE.
DON'T KNOW HOW CREEPS LIKE THE MOLE MAN CAN STAND LIVING UNDERGROUND 365 DAYS A YEAR.
'COURSE, MOLEY'S WINNING PERSONALITY MIGHT HAVE SOMETHING TO DO WITH IT--
--BUT EVEN HE DOESN'T HAVE THE EGO-IDENTITY PROBLEMS OF THE SHOCKER!
UNLESS I'VE GOT MY DIRECTIONS FOULED, THE FINAL STROKE OF SHOCKIE'S CITY-WIDE "SIGNATURE" SHOULD BE JUST ABOUT OVERHEAD--
WHICH MEANS THE OL' SNEAK HIMSELF SHOULD BE AROUND HERE SOMEWHERE-- GETTING READY TO TURN OUT THE LIGHTS!
NOW ALL I HAVE TO DO IS FIND HIM BEFORE I CATCH TERMINAL GOOSE-BUMPS OR SOME SUCH... EH?
SOUNDS LIKE SOMEBODY DRILLING UP AHEAD AROUND THAT CORNER.
EVEN MONEY SAYS IT'S...
UH-UHH, IT IS!
THE SHOCKER!
ZAKK!
GUESS THE TIME HAS COME TO RE-INTRODUCE MYSELF!

HI, GUY! LONG TIME, NO SEE!
WHAT--? WHO--?
DEAR ME, HOW QUICKLY THEY FORGET!

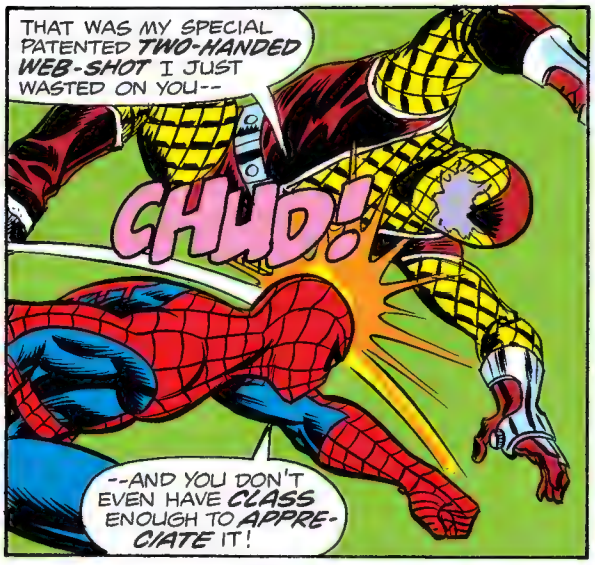

THE NAME IS SPIDER-MAN, BUSTER--WITH A CAPITAL 'S'!
I'LL LET YOU OFF EASY THIS TIME--
UUNNGH!
--BUT DON'T LET IT HAPPEN AGAIN!

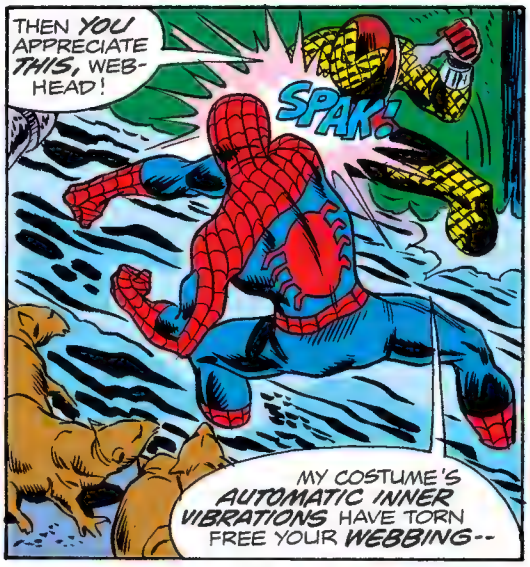

NEXT TIME I MIGHT GET ANGRY!
YOU HAVEN'T CHANGED, WEB-SLINGER. YOU'RE STILL THE SAME WISE-CRACKING ARROGANT PUNK!

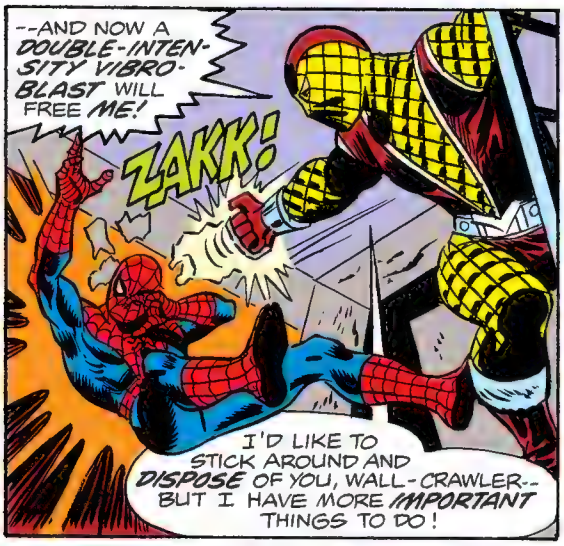

MY PUBLIC WOULDN'T HAVE ME ANY OTHER WAY, PAL!
NOW STAND STILL AND LET ME FINISH THIS!
IT WILL BE FINISHED ALRIGHT, WEB-HEAD--


--BUT IT WILL BE FINISHED BY--THE SHOCKER!
ZZZAK!
HUHNNFF-- DIDN'T EXPECT THAT!
I'D ALMOST FORGOTTEN HOW DANGEROUS THIS BOZO CAN BE!

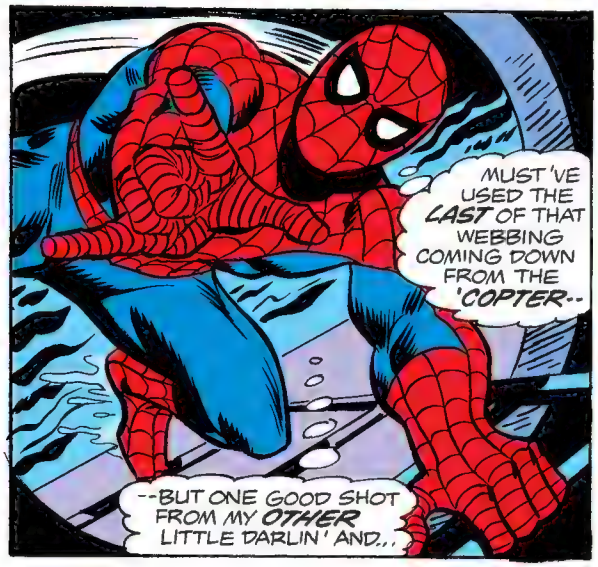
I DON'T KNOW HOW YOU TUMBLED TO MY PLANS, WALL-CRAWLER--
ZAKK!
--BUT YOU WON'T LIVE LONG ENOUGH TO INTERFERE WITH THEM!
ME INTERFERE? I WOULDN'T DREAM OF IT!
ZZZ


THAT WAS MY SPECIAL PATENTED TWO-HANDED WEB-SHOT I JUST WASTED ON YOU--
CHUD!
--AND YOU DON'T EVEN HAVE CLASS ENOUGH TO APPRECIATE IT!

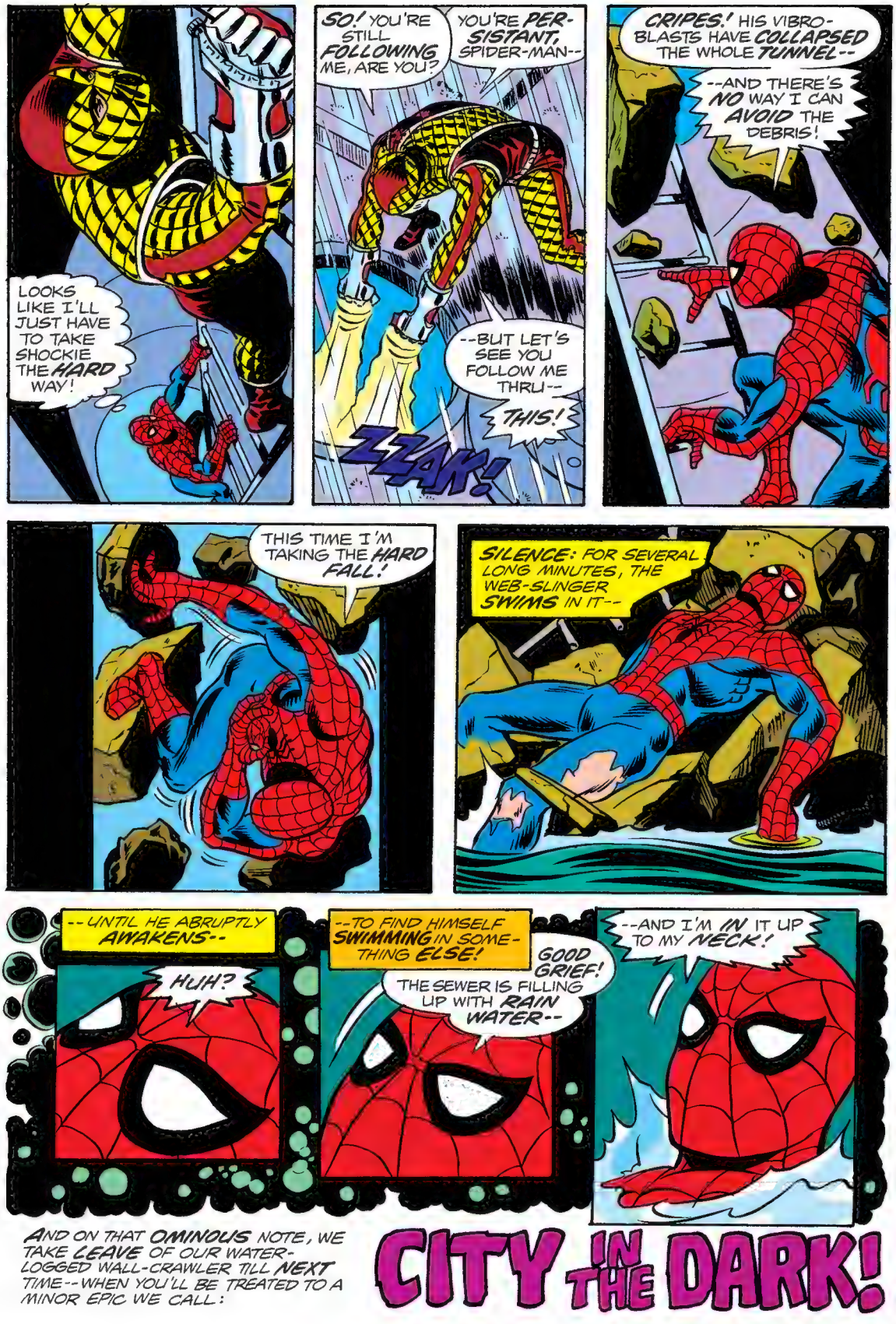

THEN YOU APPRECIATE THIS, WEB-HEAD!
SPAK!
MY COSTUME'S AUTOMATIC INNER VIBRATIONS HAVE TORN FREE YOUR WEBBING--


--AND NOW A DOUBLE-INTENSITY VIBRO-BLAST WILL FREE ME!
ZAKK!
I'D LIKE TO STICK AROUND AND DISPOSE OF YOU, WALL-CRAWLER-- BUT I HAVE MORE IMPORTANT THINGS TO DO!

HEY--DON'T GO AWAY MAD, SHOCKIE--!
HUH? RATS FALLING ALL OVER ME--RUINED MY AIM--
--AND MY WEB-SHOOTER'S EMPTY TO BOOT!


MUST'VE USED THE LAST OF THAT WEBBING COMING DOWN FROM THE 'COPTER--
--BUT ONE GOOD SHOT FROM MY OTHER LITTLE DARLIN' AND...

NO! I SIMPLY DO NOT BELIEVE IT!
FFTT!
THIS ONE'S EMPTY TOO!


LOOKS LIKE I'LL JUST HAVE TO TAKE SHOCKIE THE HARD WAY!
SO! YOU'RE STILL FOLLOWING ME, ARE YOU?
YOU'RE PER-SISTANT, SPIDER-MAN--
--BUT LET'S SEE YOU FOLLOW ME THRU--
THIS!
ZZAK!
CRIPES! HIS VIBRO-BLASTS HAVE COLLAPSED THE WHOLE TUNNEL--
--AND THERE'S NO WAY I CAN AVOID THE DEBRIS!
THIS TIME I'M TAKING THE HARD FALL!
SILENCE: FOR SEVERAL LONG MINUTES, THE WEB-SLINGER SWIMS IN IT--
--UNTIL HE ABRUPTLY AWAKENS--
HUH?
--TO FIND HIMSELF SWIMMING IN SOME-THING ELSE!
GOOD GRIEF!
THE SEWER IS FILLING UP WITH RAIN WATER--
--AND I'M IN IT UP TO MY NECK!

AND ON THAT OMINOUS NOTE, WE TAKE LEAVE OF OUR WATER-LOGGED WALL-CRAWLER TILL NEXT TIME--WHEN YOU'LL BE TREATED TO A MINOR EPIC WE CALL:

CITY IN THE DARK!

SPIDER-MAN
MARVEL COMICS GROUP™
APPROVED BY THE COMICS CODE AUTHORITY
25¢
152
JAN
02457
the AMAZING SPIDER-MAN®
WEBHEAD, YOU'VE TANGLED WITH ME ONCE TOO OFTEN! THIS TIME, YOU'RE GONNA BE--
--SHATTERED BY THE SHOCKER!
HE'S RIGHT! ONCE I HIT THOSE WHIRLING DYNAMO BLADES, IT'LL BE-- GOOD-BYE, SPIDEY!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN * ROSS ANDRU & MIKE ESPOSITO & FRANK GIACOIA * GLYNIS OLIVER WEIN: colorist JOHN COSTANZA: letterer

WRITER/EDITOR ILLUSTRATORS EXTRAORDINAIRE

IF YOU MISSED LAST ISSUE (AND IF YOU DID, SHAME ON YOU! JUST BE SURE IT DOESN'T HAPPEN AGAIN.) SUFFICE IT TO SAY THAT EVERYONE'S FAVORITE WALL-CRAWLER IS TRAPPED IN A RAPIDLY-FLOODING SEWER BENEATH THE CITY STREETS--
WEBHEAD, I'VE GOT THE FEELING THIS JUST ISN'T GONNA BE YOUR NIGHT!
--AND HIS ONLY HOPE OF ESCAPE HAS BEEN...
SHATTERED BY THE SHOCKER!
WE'LL TRY TO FILL YA IN ON THE REST OF THE DETAILS AS WE GO BARRELING OVER THE FALLS!

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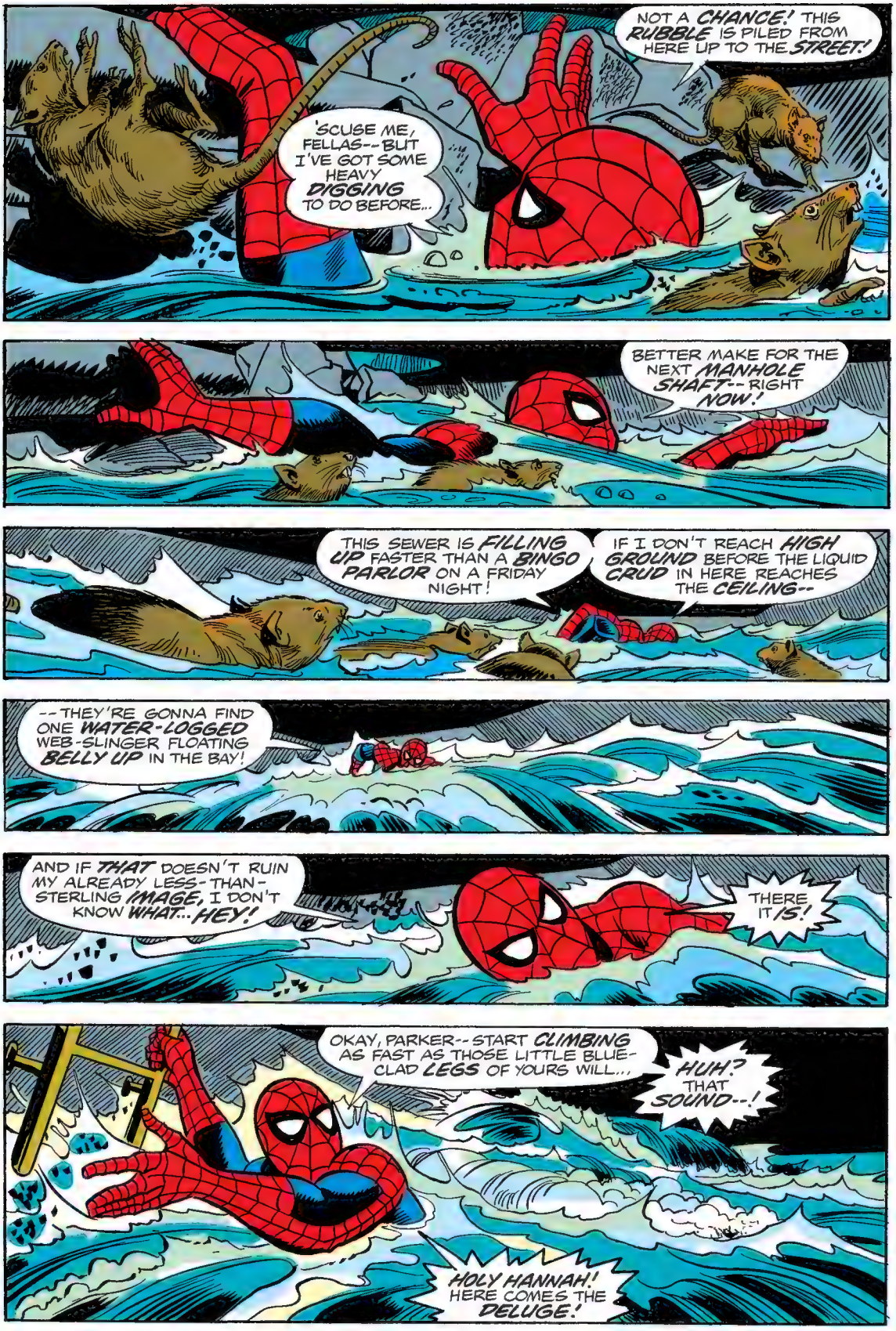
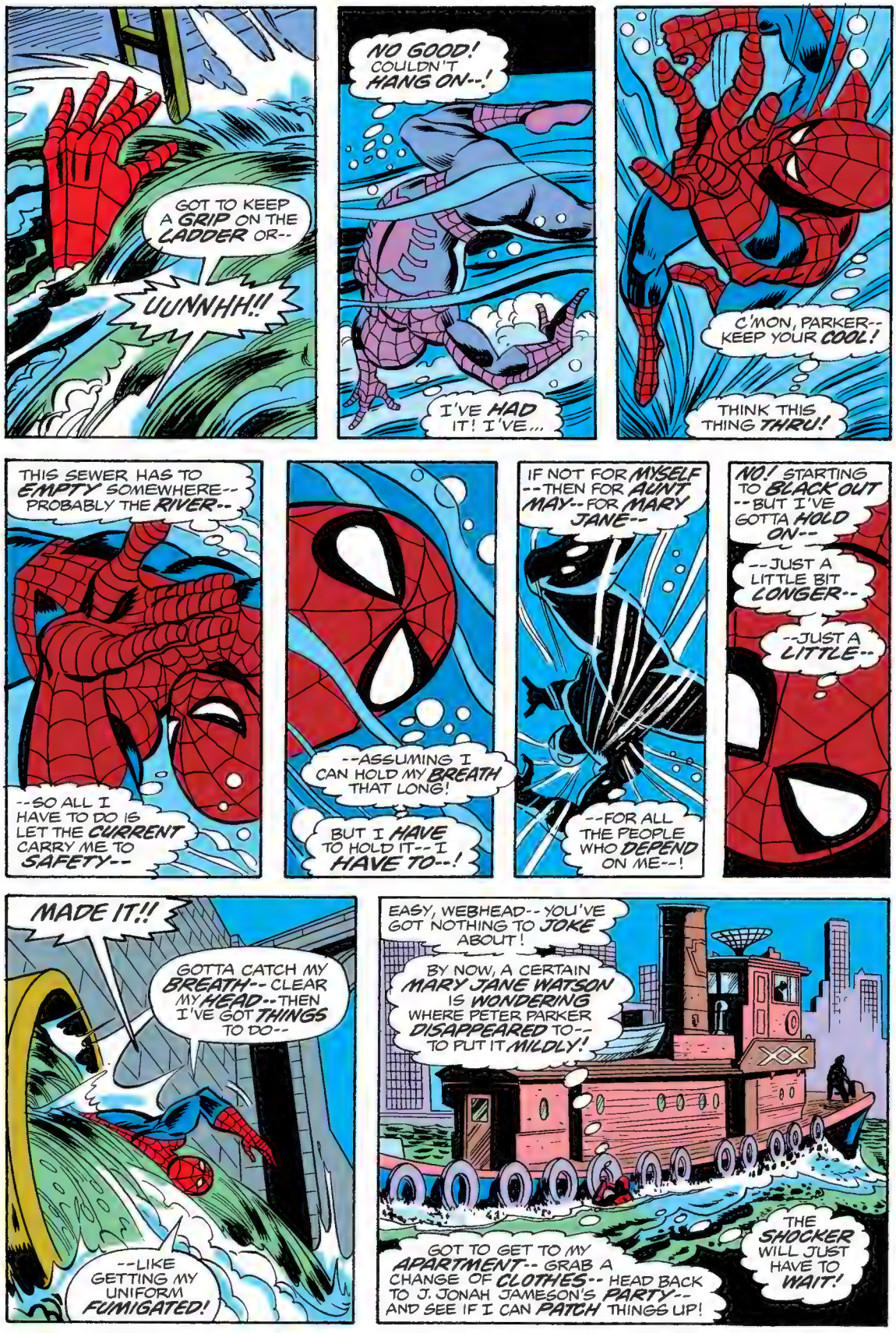
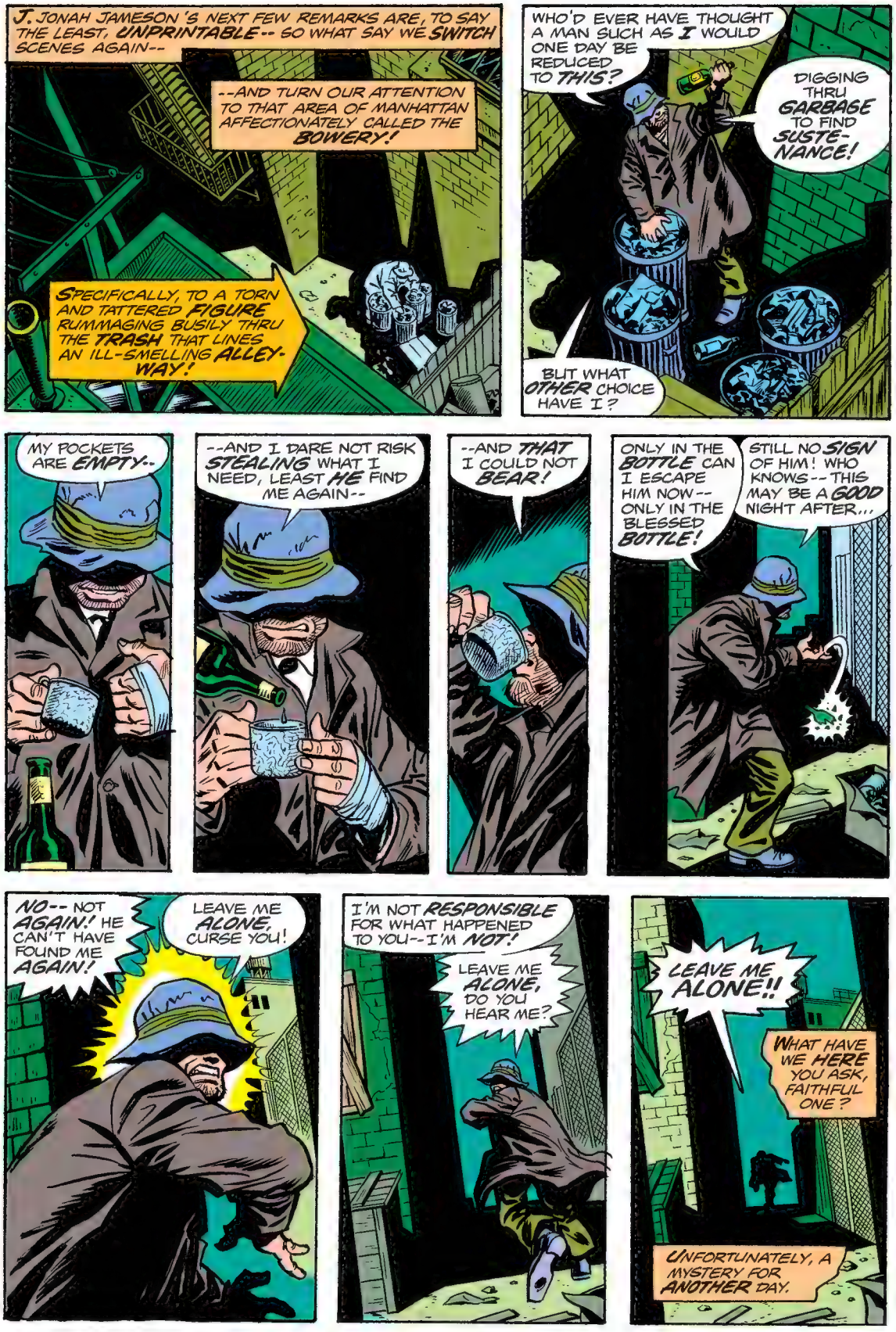

'SCUSE ME, FELLAS--BUT I'VE GOT SOME HEAVY DIGGING TO DO BEFORE...
NOT A CHANCE! THIS RUBBLE IS PILED FROM HERE UP TO THE STREET!
BETTER MAKE FOR THE NEXT MANHOLE SHAFT--RIGHT NOW!
THIS SEWER IS FILLING UP FASTER THAN A BINGO PARLOR ON A FRIDAY NIGHT!
IF I DON'T REACH HIGH GROUND BEFORE THE LIQUID CRUD IN HERE REACHES THE CEILING--
--THEY'RE GONNA FIND ONE WATER-LOGGED WEB-SLINGER FLOATING BELLY UP IN THE BAY!
AND IF THAT DOESN'T RUIN MY ALREADY LESS-THAN-STERLING IMAGE, I DON'T KNOW WHAT... HEY!
THERE IT IS!
OKAY, PARKER--START CLIMBING AS FAST AS THOSE LITTLE BLUE-CLAD LEGS OF YOURS WILL...
HUH? THAT SOUND--!
HOLY HANNAH! HERE COMES THE DELUGE!

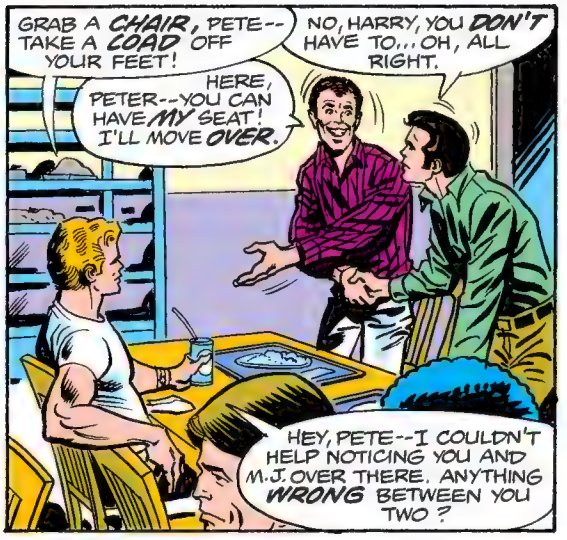

GOT TO KEEP A GRIP ON THE LADDER OR--
UUNNHH!!
NO GOOD! COULDN'T HANG ON--!
I'VE HAD IT! I'VE...
C'MON, PARKER-- KEEP YOUR COOL!
THINK THIS THING THRU!
THIS SEWER HAS TO EMPTY SOMEWHERE-- PROBABLY THE RIVER--
--SO ALL I HAVE TO DO IS LET THE CURRENT CARRY ME TO SAFETY--
--ASSUMING I CAN HOLD MY BREATH THAT LONG!
BUT I HAVE TO HOLD IT-- I HAVE TO--!
IF NOT FOR MYSELF --THEN FOR AUNT MAY-- FOR MARY JANE--
--FOR ALL THE PEOPLE WHO DEPEND ON ME--!
NO! STARTING TO BLACK OUT --BUT I'VE GOTTA HOLD ON--
--JUST A LITTLE BIT LONGER--
--JUST A LITTLE--
MADE IT!!
GOTTA CATCH MY BREATH-- CLEAR MY HEAD-- THEN I'VE GOT THINGS TO DO--
--LIKE GETTING MY UNIFORM FUMIGATED!
EASY, WEBHEAD-- YOU'VE GOT NOTHING TO JOKE ABOUT!
BY NOW, A CERTAIN MARY JANE WATSON IS WONDERING WHERE PETER PARKER DISAPPEARED TO-- TO PUT IT MILDLY!
GOT TO GET TO MY APARTMENT-- GRAB A CHANGE OF CLOTHES-- HEAD BACK TO J. JONAH JAMESON'S PARTY-- AND SEE IF I CAN PATCH THINGS UP!
THE SHOCKER WILL JUST HAVE TO WAIT!

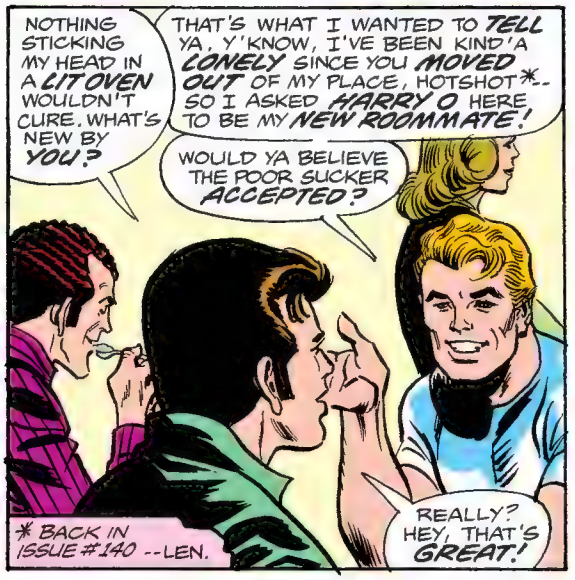
WELL, WHILE YOU WERE TURNING THE PAGES, WE WERE SWITCHING SCENES..
--FROM THE BRACKISH WATERS OF THE EAST RIVER, TO THE PLUSH PENT-HOUSE OF THE AFOREMENTIONED J. JONAH JAMESON.
'NIGHT ALL. GLAD YOU COULD COME.
SEE YOU ALL AT THE OFFICE TOMORROW--AT NINE SHARP!
LORD, AM I GLAD THAT DISASTER IS OVER.
NEVER AGAIN WILL I... EH?
GAD! MY PRICE-LESS ANTIQUE DECANTER!
THANK HEAVEN IT'S NOT BROKEN! IT COULD NEVER BE...
BING BONG
HUH... ER...WHA..?
WHO IN BLAZES IS... PARKER!?!
WHERE THE DEVIL WERE YOU?
OUT TRYING TO GET PICTURES OF THE BLACK-OUT, JONAH--LIKE A GOOD LITTLE PHOTOG-RAPHER SHOULD!
MY LADY STILL AROUND?
MS. WATSON LEFT, PARKER--
--WITHOUT YOU!
SH-SHE DID?
YES--AND SHE WASN'T EXACTLY FOND OF YOUR SUDDEN VANISHING ACT!
SAY, WEREN'T YOU WEARING DIFFERENT CLOTHING A WHILE AGO?
HUH? OH--YEAH--WELL--MY OTHER OUT-FIT GOT A TRIFLE SOGGY.
PROBABLY A LEAK FROM THAT HOLE IN YOUR HEAD! NOW GET OUT OF HERE, PARKER!
I'D LIKE TO GET SOME SLEEP!
G'NIGHT, MR. JAMESON. PLEASANT DREAMS.
GOOD-BYE, PARKER--AND DON'T SLAM THE BLASTED--
SLAM!
--DOOR.
MY DECANTER!
CRASH!


J. JONAH JAMESON'S NEXT FEW REMARKS ARE, TO SAY THE LEAST, UNPRINTABLE-- SO WHAT SAY WE SWITCH SCENES AGAIN--
--AND TURN OUR ATTENTION TO THAT AREA OF MANHATTAN AFFECTIONATELY CALLED THE BOWERY!
SPECIFICALLY, TO A TORN AND TATTERED FIGURE RUMMAGING BUSILY THRU THE TRASH THAT LINES AN ILL-SMELLING ALLEY-WAY!
WHO'D EVER HAVE THOUGHT A MAN SUCH AS I WOULD ONE DAY BE REDUCED TO THIS?
DIGGING THRU GARBAGE TO FIND SUSTE-NANCE!
BUT WHAT OTHER CHOICE HAVE I?
MY POCKETS ARE EMPTY..
--AND I DARE NOT RISK STEALING WHAT I NEED, LEAST HE FIND ME AGAIN--
--AND THAT I COULD NOT BEAR!
ONLY IN THE BOTTLE CAN I ESCAPE HIM NOW-- ONLY IN THE BLESSED BOTTLE!
STILL NO SIGN OF HIM! WHO KNOWS-- THIS MAY BE A GOOD NIGHT AFTER...
NO-- NOT AGAIN! HE CAN'T HAVE FOUND ME AGAIN!
LEAVE ME ALONE, CURSE YOU!
I'M NOT RESPONSIBLE FOR WHAT HAPPENED TO YOU-- I'M NOT!
LEAVE ME ALONE, DO YOU HEAR ME?
LEAVE ME ALONE!!
WHAT HAVE WE HERE YOU ASK, FAITHFUL ONE?
UNFORTUNATELY, A MYSTERY FOR ANOTHER DAY.

RIGHT NOW, WE'D BEST PICK UP ON OUR HAPLESS HERO-- AS HE SHUFFLES ALONG A COLLEGE CAFETERIA LINE THE NEXT NOON...
FACE IT, PARKER--YOU'RE IN THE DOGHOUSE!
YOU'VE BEEN TRYING TO TRACK DOWN THE ELUSIVE MS. WATSON ALL MORNING-- AND YOU'VE COME UP ZERO!
THAT LITTLE LADY IS AVOIDING YOU LIKE THE PLAGUE!
WHAT'LL IT BE, PAL?
HUH? OH--ER--THE MEAT LOAF, I GUESS.
WHAT SORT OF VEGETABLES D'YA HAVE TODAY?
TOD MENU
NOT MUCH LEFT, CHUM. STEWED TOMATOES AND SUCCOTASH IS ABOUT IT!
YIICK! I'LL WRITE MY CONGRESSMAN ABOUT THIS!
WOULDN'T HELP, BUDDY. HE WON'T EAT THAT JUNK EITHER!
HEY, GET A MOVE ON, WILL YA? SOME OF US DON'T HAVE ALL DAY!
SORRY, FRIEND-- BUT MOMENTOUS DECISIONS SUCH AS THIS CAN'T BE MADE LIGHTLY... HEY!
MARY JANE!?!
HEY, FELLA--YOUR LUNCH! WHAT'RE YA GONNA HAVE?
LUNCH? CAN'T YOU SEE MY LIFE IS FALLING APART IN FRONT OF ME?
GIVE ME ANY-THING!
WAIT UP, M.J.-- I WANNA TALK TO YOU!
LEAVING HER HANGING AT NED AND BETTY'S ENGAGEMENT PARTY WHILE YOU SWUNG OFF TO PLAY HERO WASN'T EXACTLY THE BRIGHTEST STUNT YOU'VE EVER... HUH?
SHE'S GIVING YOU THE COLD SHOULDER, PARKER--AND YOU DESERVE IT!
FER CRIPE'S SAKE, FELLA-- WILL YA TAKE YER BLASTED PLATE?
COME ON, MARY JANE-- YOU'RE NOT BEING FAIR!
AT LEAST GIVE ME A CHANCE TO EXPLAIN!
I DO NOT HEAR A WORD YOU'RE SAYING, PETER PARKER!
NOT A SOLITARY WORD!

OKAY, M.J.--IF THAT'S THE WAY YOU WANT TO PLAY IT! I'M NOT GONNA STAND HERE ALL DAY AND MAKE A FOOL OF MYSELF!
ANY TIME YOU WANT TO GIVE ME A CHANCE TO APOLOGIZE, YOU KNOW WHERE TO FIND ME.
PARKER! HEY, PARKER--C'MERE A MINUTE!
HUH? OH--SURE, FLASH, WHY NOT?

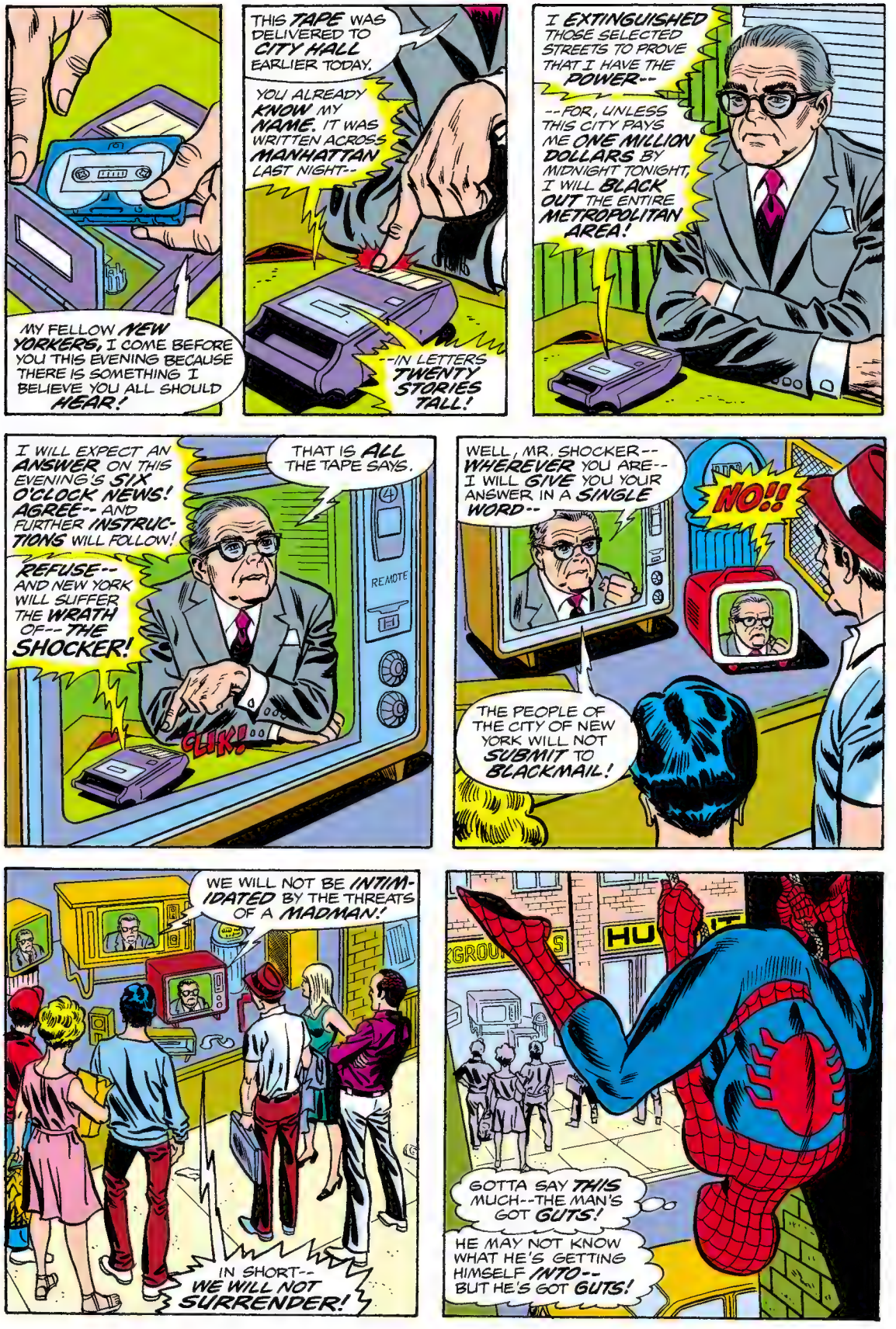

GRAB A CHAIR, PETE--TAKE A LOAD OFF YOUR FEET!
NO, HARRY, YOU DON'T HAVE TO... OH, ALL RIGHT.
HERE, PETER--YOU CAN HAVE MY SEAT! I'LL MOVE OVER.
HEY, PETE--I COULDN'T HELP NOTICING YOU AND M.J. OVER THERE. ANYTHING WRONG BETWEEN YOU TWO?

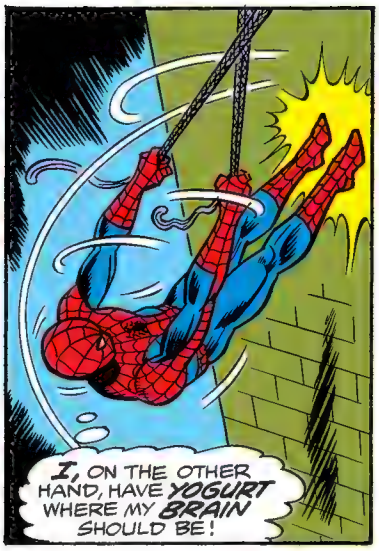

NOTHING STICKING MY HEAD IN A LIT OVEN WOULDN'T CURE. WHAT'S NEW BY YOU?
THAT'S WHAT I WANTED TO TELL YA, Y'KNOW, I'VE BEEN KIND'A LONELY SINCE YOU MOVED OUT OF MY PLACE, HOTSHOT*--SO I ASKED HARRY O HERE TO BE MY NEW ROOMMATE!
WOULD YA BELIEVE THE POOR SUCKER ACCEPTED?
REALLY? HEY, THAT'S GREAT!
* BACK IN ISSUE #140 --LEN.

CONGRATULATIONS, HARRY. FLASH SNORES A LOT, BUT OTHERWISE...
HEY, YOU'VE BEEN EATING THAT STUFF LIKE IT WAS GOING OUT OF STYLE! WHAT IS IT, ANYWAY?
IT'S MEAT LOAF, SUCCOTASH, AND STEWED TOMATOES--THE SAME THING YOU'RE EATING.

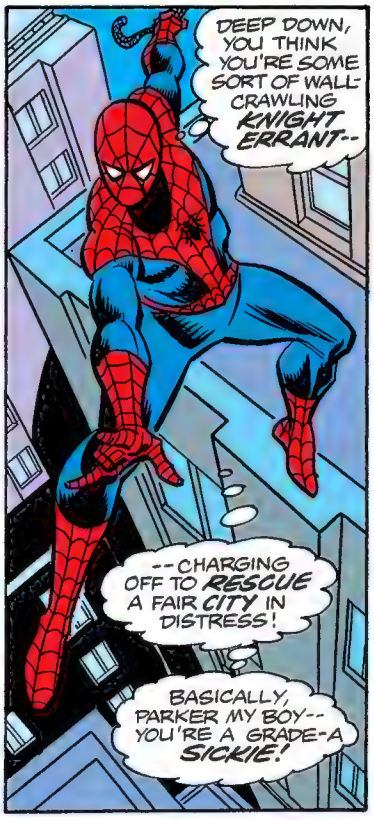
THE SAME THING I'M...?
OH.
ER--HARRY, SINCE YOU LIKE IT SO MUCH, HOW ABOUT A SECOND HELPING ON ME?

I THINK I'VE JUST LOST MY APPETITE!
GEE, THANKS. YOU'RE A REAL PAL, PETE.
UH-HUH.

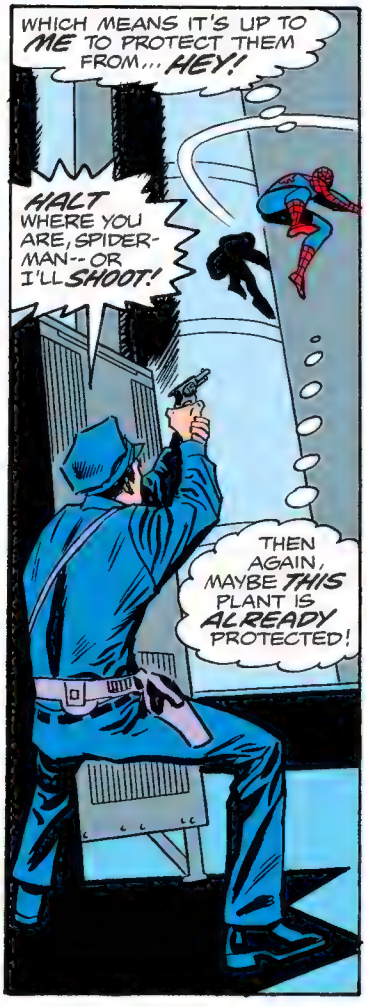

MY FELLOW NEW YORKERS, I COME BEFORE YOU THIS EVENING BECAUSE THERE IS SOMETHING I BELIEVE YOU ALL SHOULD HEAR!
THIS TAPE WAS DELIVERED TO CITY HALL EARLIER TODAY.
YOU ALREADY KNOW MY NAME. IT WAS WRITTEN ACROSS MANHATTAN LAST NIGHT--
--IN LETTERS TWENTY STORIES TALL!
I EXTINGUISHED THOSE SELECTED STREETS TO PROVE THAT I HAVE THE POWER--
--FOR, UNLESS THIS CITY PAYS ME ONE MILLION DOLLARS BY MIDNIGHT TONIGHT, I WILL BLACK OUT THE ENTIRE METROPOLITAN AREA!
I WILL EXPECT AN ANSWER ON THIS EVENING'S SIX O'CLOCK NEWS! AGREE-- AND FURTHER INSTRUCTIONS WILL FOLLOW!
REFUSE-- AND NEW YORK WILL SUFFER THE WRATH OF-- THE SHOCKER!
THAT IS ALL THE TAPE SAYS.
REMOTE
CLIK!
WELL, MR. SHOCKER-- WHEREVER YOU ARE-- I WILL GIVE YOU YOUR ANSWER IN A SINGLE WORD--
NO!!
THE PEOPLE OF THE CITY OF NEW YORK WILL NOT SUBMIT TO BLACKMAIL!
WE WILL NOT BE INTIMIDATED BY THE THREATS OF A MADMAN!
IN SHORT-- WE WILL NOT SURRENDER!
GOTTA SAY THIS MUCH--THE MAN'S GOT GUTS!
HE MAY NOT KNOW WHAT HE'S GETTING HIMSELF INTO-- BUT HE'S GOT GUTS!

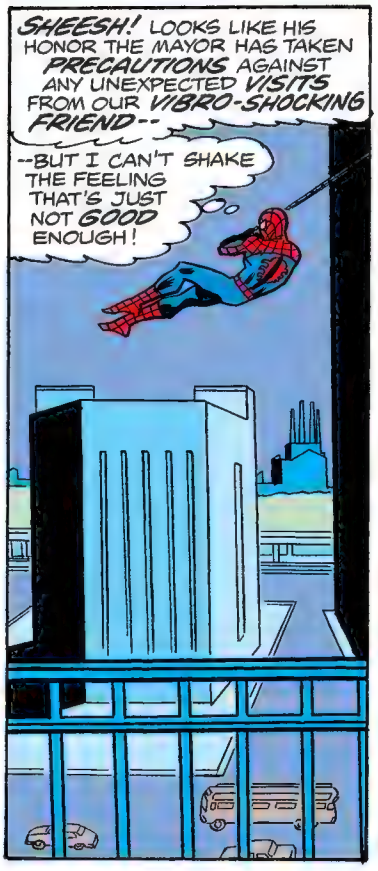

I, ON THE OTHER HAND, HAVE YOGURT WHERE MY BRAIN SHOULD BE!

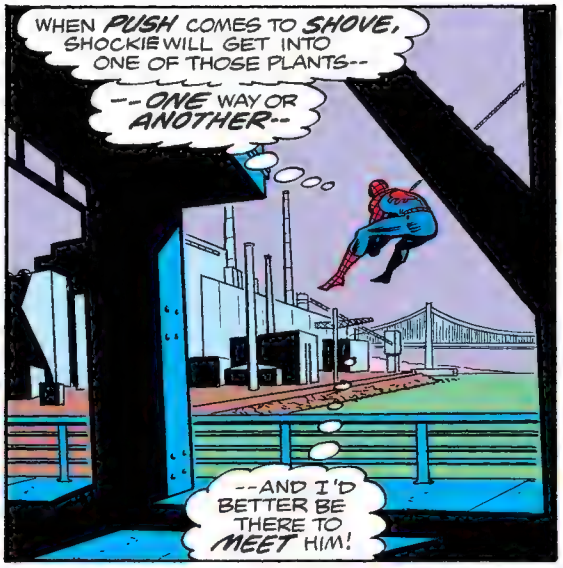
THE SHOCKER HAS ALREADY ALMOST KILLED ME ONCE THIS WEEK.
SO WHY IN SANITY'S NAME AM I GOING OUT AFTER HIM A SECOND TIME?
FACE IT, WEB-HEAD--YOU'VE GOT A GALLOPING GALAHAD COMPLEX!

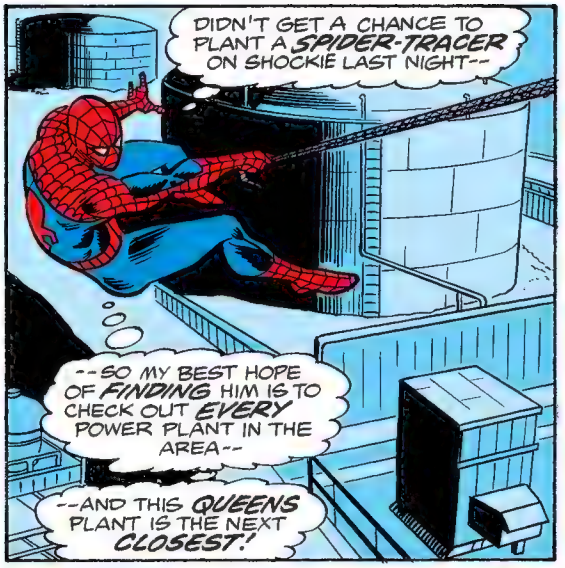

DEEP DOWN, YOU THINK YOU'RE SOME SORT OF WALL-CRAWLING KNIGHT ERRANT--
--CHARGING OFF TO RESCUE A FAIR CITY IN DISTRESS!
BASICALLY, PARKER MY BOY--YOU'RE A GRADE-A SICKIE!

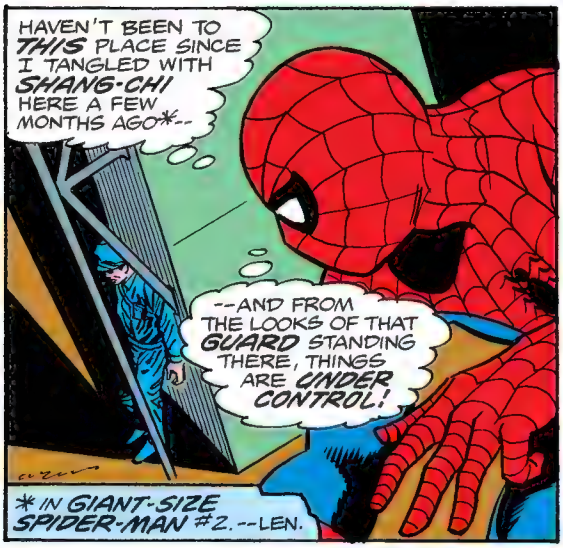
HO-KAY-- ENOUGH ALREADY! TIME TO SHELVE THE SELF-ANALYSIS-- AND GET DOWN TO BUSINESS!
HERE'S THE 41ST STREET POWER STATION BELOW ME. BETTER SWING ON DOWN AND CHECK OUT THE SECURITY SETUP--
--'CAUSE IF SHOCKIE PLANS TO MAKE GOOD HIS THREAT--AND KNOWING HIM, HE DOES--
--HE'LL DO IT BY DESTROYING THE CITY'S POWER PLANTS!


WHICH MEANS IT'S UP TO ME TO PROTECT THEM FROM... HEY!
HALT WHERE YOU ARE, SPIDER-MAN--OR I'LL SHOOT!
THEN AGAIN, MAYBE THIS PLANT IS ALREADY PROTECTED!


SHEESH! LOOKS LIKE HIS HONOR THE MAYOR HAS TAKEN PRECAUTIONS AGAINST ANY UNEXPECTED VISITS FROM OUR VIBRO-SHOCKING FRIEND--
--BUT I CAN'T SHAKE THE FEELING THAT'S JUST NOT GOOD ENOUGH!


WHEN PUSH COMES TO SHOVE, SHOCKIE WILL GET INTO ONE OF THOSE PLANTS--
--ONE WAY OR ANOTHER--
--AND I'D BETTER BE THERE TO MEET HIM!

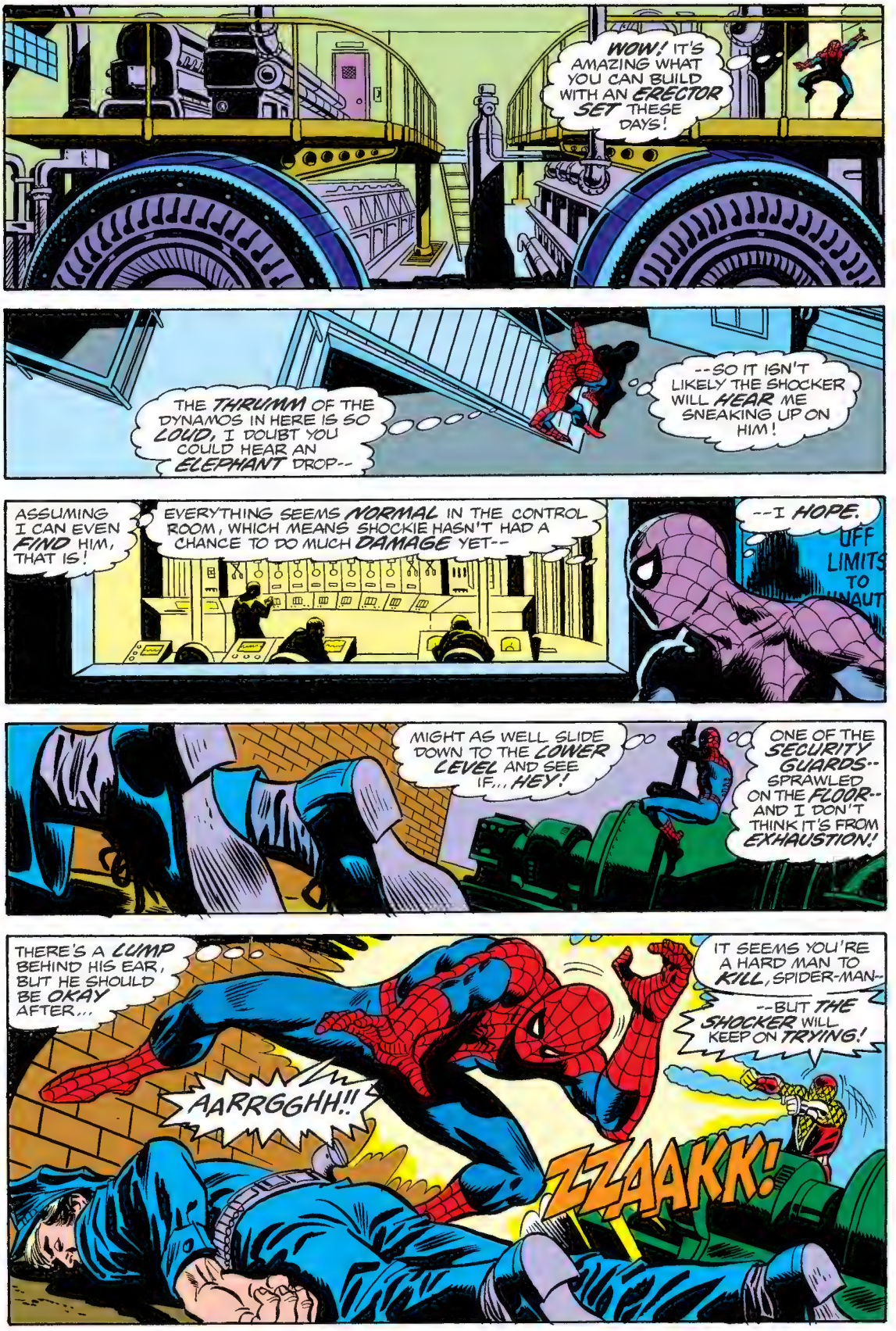

DIDN'T GET A CHANCE TO PLANT A SPIDER-TRACER ON SHOCKIE LAST NIGHT--
--SO MY BEST HOPE OF FINDING HIM IS TO CHECK OUT EVERY POWER PLANT IN THE AREA--
--AND THIS QUEENS PLANT IS THE NEXT CLOSEST!


HAVEN'T BEEN TO THIS PLACE SINCE I TANGLED WITH SHANG-CHI HERE A FEW MONTHS AGO*--
--AND FROM THE LOOKS OF THAT GUARD STANDING THERE, THINGS ARE UNDER CONTROL!
*IN GIANT-SIZE SPIDER-MAN #2.--LEN.

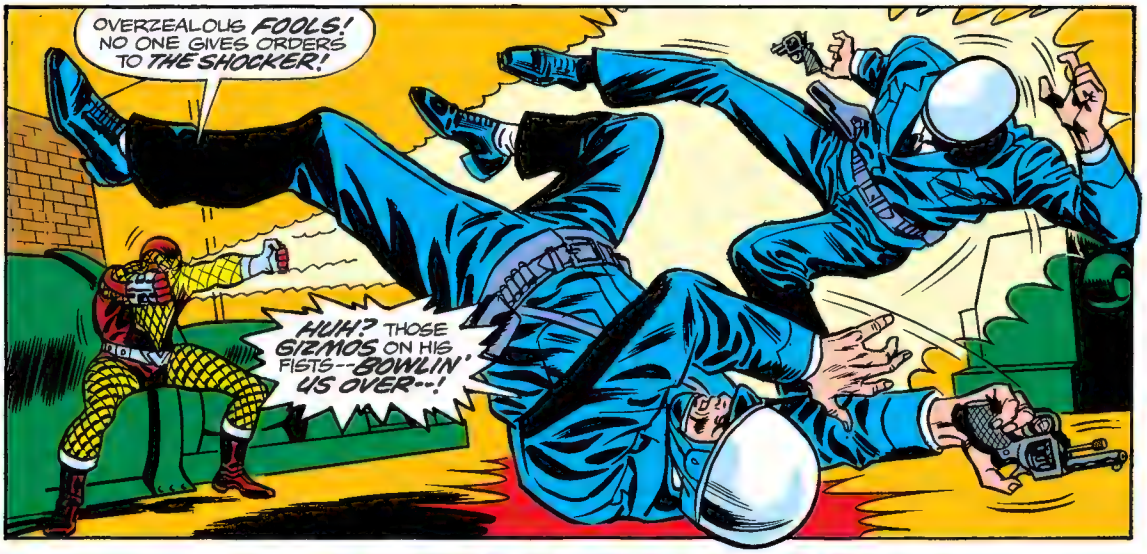
GUESS I'LL HEAD ON UP TO... HEY! WAITA-MINUTE!
MY SPIDER-SENSE-- TINGLING! SOMETHING VERY WRONG HERE!
CRIPES! THAT GUARD ISN'T STANDING BY THAT WALL-- HE'S PINNED TO IT!

SHOCKIE MUST'VE CONKED THE POOR GUY, THEN PROPPED HIM UP TO AVOID ATTRACTING ATTENTION.
WHICH MEANS OL' QUILT-FACE IS ALREADY SOMEWHERE INSIDE!

AND THOUGH I KNOW IT ISN'T POLITE TO COME A'VISITING WITHOUT AN INVITATION--
--I THINK EMILY POST WOULD PROBABLY FORGIVE ME IF SHE KNEW MY REASONS!

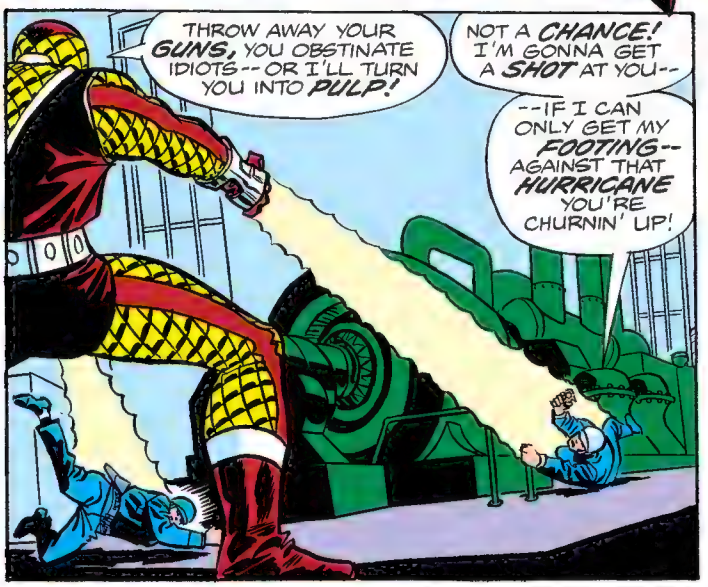

WOW! IT'S AMAZING WHAT YOU CAN BUILD WITH AN ERECTOR SET THESE DAYS!
THE THRUMM OF THE DYNAMOS IN HERE IS SO LOUD, I DOUBT YOU COULD HEAR AN ELEPHANT DROP--
--SO IT ISN'T LIKELY THE SHOCKER WILL HEAR ME SNEAKING UP ON HIM!
ASSUMING I CAN EVEN FIND HIM, THAT IS!
EVERYTHING SEEMS NORMAL IN THE CONTROL ROOM, WHICH MEANS SHOCKIE HASN'T HAD A CHANCE TO DO MUCH DAMAGE YET--
--I HOPE.
OFF LIMITS TO UNAUT
MIGHT AS WELL SLIDE DOWN TO THE LOWER LEVEL AND SEE IF... HEY!
ONE OF THE SECURITY GUARDS-- SPRAWLED ON THE FLOOR-- AND I DON'T THINK IT'S FROM EXHAUSTION!
THERE'S A LUMP BEHIND HIS EAR, BUT HE SHOULD BE OKAY AFTER...
IT SEEMS YOU'RE A HARD MAN TO KILL, SPIDER-MAN--
--BUT THE SHOCKER WILL KEEP ON TRYING!
AARRGGHH!!
ZZAAKK!

CAN'T SAY MUCH FOR YOUR SENSE OF ORIGI-NALITY, SHOCKIE!
YOU PULLED THE EXACT SAME STUNT ON ME LAST NIGHT!
VIBRO-BLASTING ME ACROSS THE FLOOR--
--THEN TRYING TO DRILL ME RIGHT THRU A WALL!
ZZAK!
THE MEANS ARE NOT IMPORTANT, WEB-SLINGER--
--ALL THAT MATTERS IS THE RESULT--
ZZAKK!
--AND THE RESULT OF THIS WILL BE YOUR DEATH!
UUHHNN! THAT'S WHAT I LIKE MOST ABOUT YOU, SHOCKIE--YOU HAVE SUCH A WAY WITH WORDS!
EVER THINK OF WRITING THE GREAT AMERICAN NOVEL?
NO GOOD! I CAN'T TAUNT HIM INTO COMING CLOSE ENOUGH FOR ME TO TAKE HIM--
--AND THOSE VIBRO-BLASTS OF HIS ARE TURNING ME INTO WALL-CRAWLING OATMEAL!
IF I DON'T MAKE MY MOVE SOON-- I'LL NEVER MOVE AGAIN!
WE WOULDN'T WORRY IF WE WERE YOU, SPIDEY-- 'CAUSE HERE COMES THE CAVALRY!
OKAY, MISTER-- PUT UP YOUR HANDS!
MOVE IT, FELLA--OR WE'LL DROP YOU!

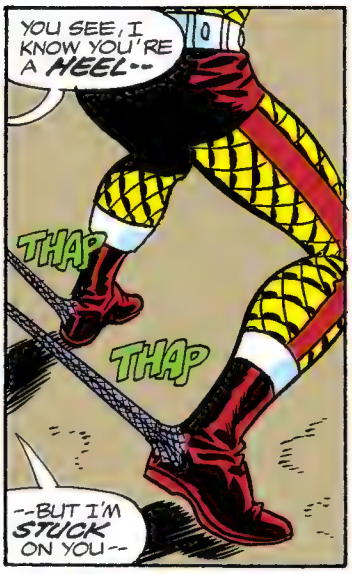

OVERZEALOUS FOOLS! NO ONE GIVES ORDERS TO THE SHOCKER!
HUH? THOSE GIZMOS ON HIS FISTS--BOWLIN' US OVER--!

WHEW! THOSE SECURITY GUARDS SHOWED UP JUST IN THE PROVERBIAL NICK--
--BUT I DON'T THINK SHOCKIE APPRECIATES THEIR TIMING!

HIS VIBRO-BLASTERS WILL TEAR THOSE GUYS APART--
--UNLESS EVERYBODY'S FAVORITE SAMARITAN-ABOUT-TOWN LENDS A HAND--AND FAST!


THROW AWAY YOUR GUNS, YOU OBSTINATE IDIOTS--OR I'LL TURN YOU INTO PULP!
NOT A CHANCE! I'M GONNA GET A SHOT AT YOU--
--IF I CAN ONLY GET MY FOOTING--AGAINST THAT HURRICANE YOU'RE CHURNIN' UP!

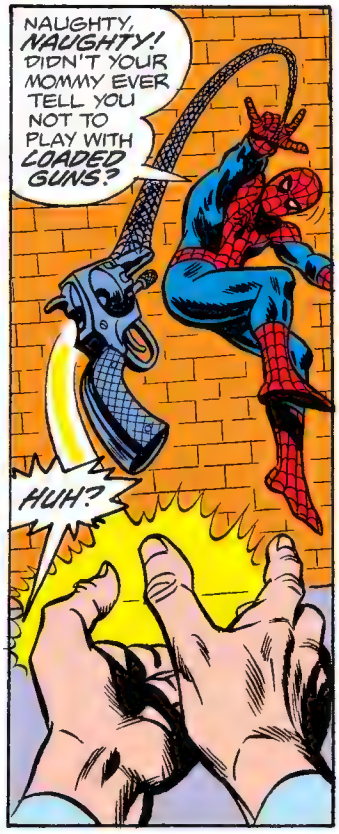
YOO-HOO, SHOCKIE! I'M UP HERE!
THWIPP!
I COULDN'T LEAVE WITHOUT TELLING YOU HOW I FEEL ABOUT YOU!


YOU SEE, I KNOW YOU'RE A HEEL--
THAP
THAP
--BUT I'M STUCK ON YOU--

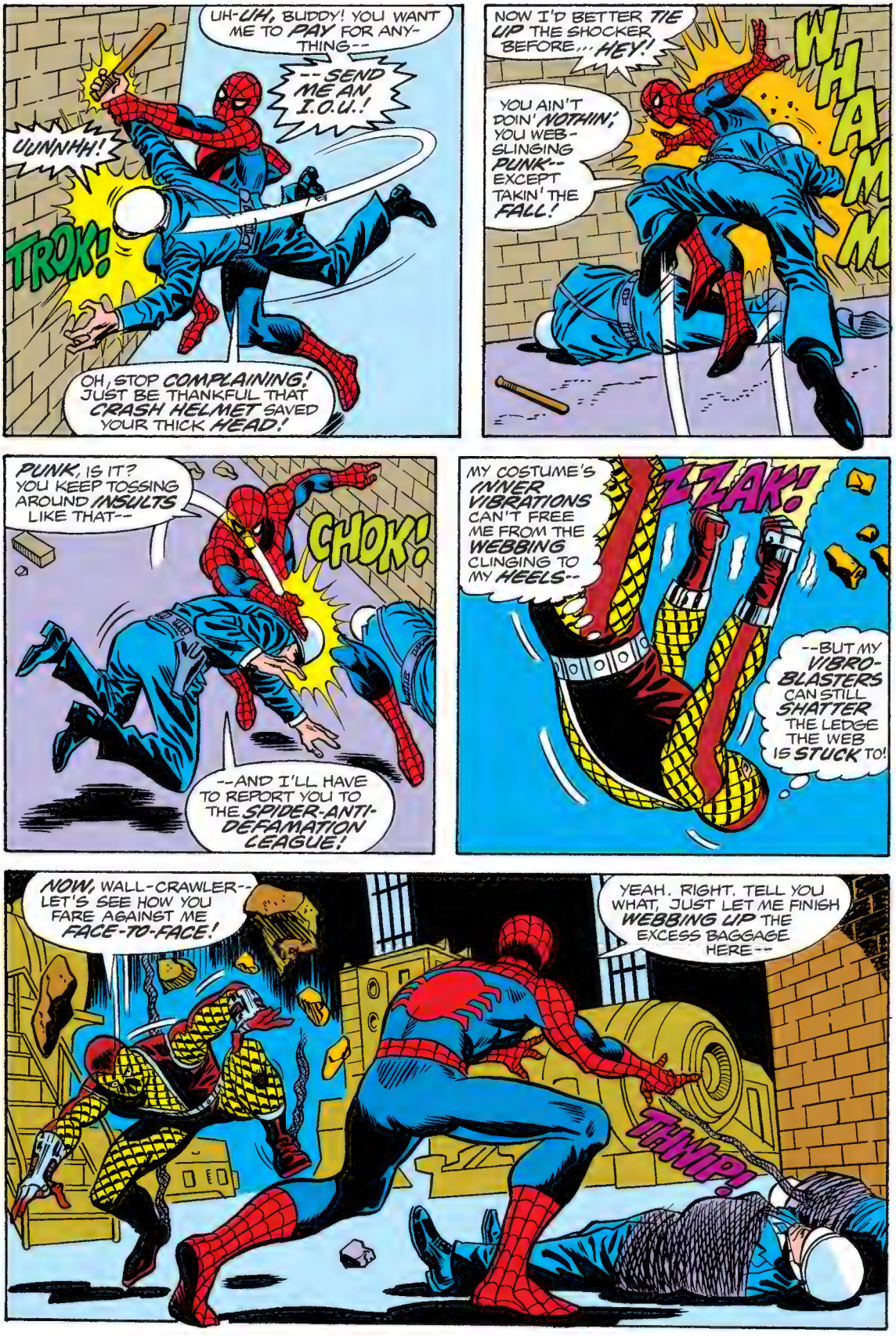
--AND IF THAT LINE DOESN'T WIN THE MOST-ATROCIOUS-PUN-OF-THE-YEAR AWARD--
--I DON'T KNOW WHAT WILL!
WHAT--!? HEY-- LET GO!
SORRY, SWEET-UMS--BUT WHAT-EVER GOES DOWN MUST GO UP-- OR SOMETHING LIKE THAT!
FIRST FLOOR-- SUNDRIES-- STATIONARY--SUPER-VILLAINS!

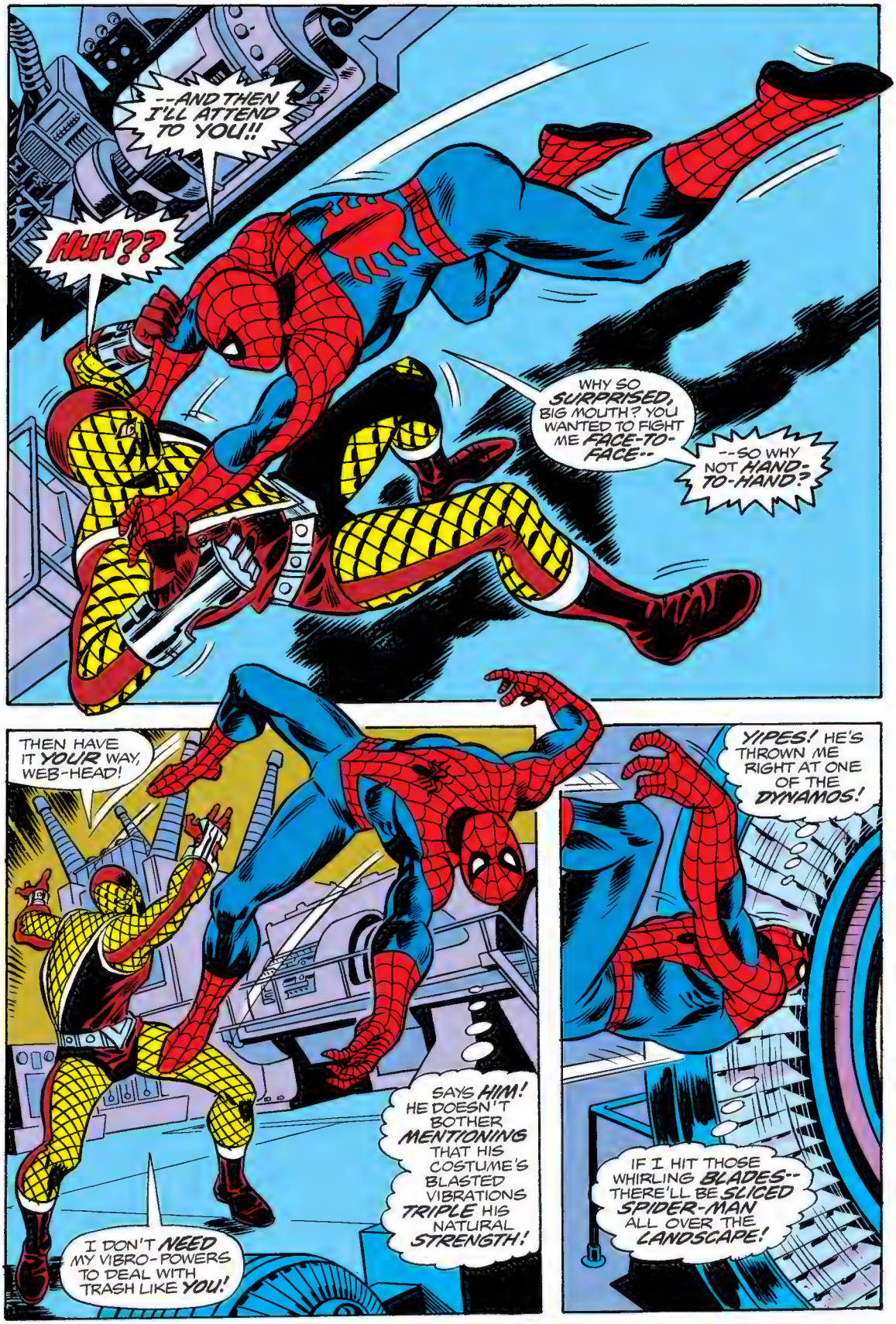
I'LL GET YOU FOR THIS, WEB-SPINNER!
I SWEAR I'LL GET YOU!

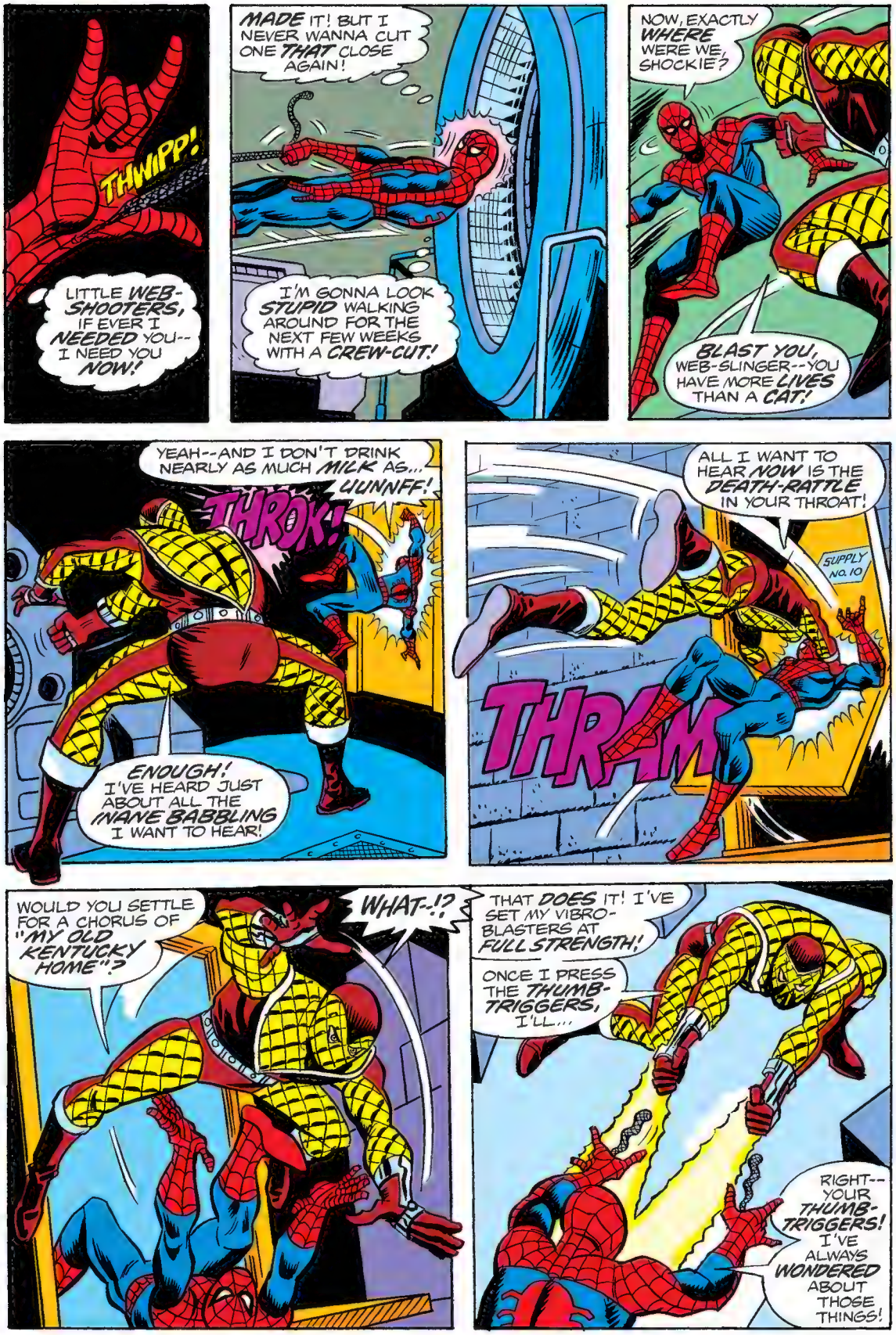
SORRY, CHUCKLES-- BUT YOU'LL HAVE TO WAIT IN LINE! IT'S...
BLAM!
HUH? HEY-- HOLD IT, FELLA! I'M ON YOUR SIDE!
RIGHT. SURE YOU ARE, WALL-CRAWLER!
NOW GET THOSE HANDS UP--OR MY NEXT SHOT WON'T BE A WARNING!


NAUGHTY, NAUGHTY! DIDN'T YOUR MOMMY EVER TELL YOU NOT TO PLAY WITH LOADED GUNS?
HUH?

NOW WHAT SAY WE PUT AWAY THE WEAPONS AND TALK THIS OVER?
NO WAY, MISTER!
YOU'RE IN THIS WITH THAT SHOCKER CREEP--AND YOU'RE GONNA PAY FOR IT!


UH-UH, BUDDY! YOU WANT ME TO PAY FOR ANY-THING--
--SEND ME AN I.O.U.!
UUNNHH!
TROK!
OH, STOP COMPLAINING! JUST BE THANKFUL THAT CRASH HELMET SAVED YOUR THICK HEAD!
NOW I'D BETTER TIE UP THE SHOCKER BEFORE... HEY!
WHAMM
YOU AIN'T DOIN' NOTHIN', YOU WEB-SLINGING PUNK-- EXCEPT TAKIN' THE FALL!
PUNK, IS IT? YOU KEEP TOSSING AROUND INSULTS LIKE THAT--
CHOK!
--AND I'LL HAVE TO REPORT YOU TO THE SPIDER-ANTI-DEFAMATION LEAGUE!
MY COSTUME'S INNER VIBRATIONS CAN'T FREE ME FROM THE WEBBING CLINGING TO MY HEELS--
ZZAK!
--BUT MY VIBRO-BLASTERS CAN STILL SHATTER THE LEDGE THE WEB IS STUCK TO!
NOW, WALL-CRAWLER-- LET'S SEE HOW YOU FARE AGAINST ME FACE-TO-FACE!
YEAH. RIGHT. TELL YOU WHAT, JUST LET ME FINISH WEBBING UP THE EXCESS BAGGAGE HERE--
THWIP!


--AND THEN I'LL ATTEND TO YOU!!
HUH??
WHY SO SURPRISED, BIG MOUTH? YOU WANTED TO FIGHT ME FACE-TO-FACE--
--SO WHY NOT HAND-TO-HAND?
THEN HAVE IT YOUR WAY, WEB-HEAD!
I DON'T NEED MY VIBRO-POWERS TO DEAL WITH TRASH LIKE YOU!
SAYS HIM! HE DOESN'T BOTHER MENTIONING THAT HIS COSTUME'S BLASTED VIBRATIONS TRIPLE HIS NATURAL STRENGTH!
YIPES! HE'S THROWN ME RIGHT AT ONE OF THE DYNAMOS!
IF I HIT THOSE WHIRLING BLADES-- THERE'LL BE SLICED SPIDER-MAN ALL OVER THE LANDSCAPE!


THWIPP!
LITTLE WEB-SHOOTERS, IF EVER I NEEDED YOU-- I NEED YOU NOW!
MADE IT! BUT I NEVER WANNA CUT ONE THAT CLOSE AGAIN!
I'M GONNA LOOK STUPID WALKING AROUND FOR THE NEXT FEW WEEKS WITH A CREW-CUT!
NOW, EXACTLY WHERE WERE WE, SHOCKIE?
BLAST YOU, WEB-SLINGER--YOU HAVE MORE LIVES THAN A CAT!
YEAH--AND I DON'T DRINK NEARLY AS MUCH MILK AS...
UUNNFF!
THROK!
ENOUGH! I'VE HEARD JUST ABOUT ALL THE INANE BABBLING I WANT TO HEAR!
ALL I WANT TO HEAR NOW IS THE DEATH-RATTLE IN YOUR THROAT!
SUPPLY NO. 10
THRAM
WOULD YOU SETTLE FOR A CHORUS OF "MY OLD KENTUCKY HOME"?
WHAT-!?
THAT DOES IT! I'VE SET MY VIBRO-BLASTERS AT FULL STRENGTH!
ONCE I PRESS THE THUMB-TRIGGERS, I'LL...
RIGHT-- YOUR THUMB-TRIGGERS! I'VE ALWAYS WONDERED ABOUT THOSE THINGS!

HUH?
LIKE WHAT WOULD HAPPEN IF YOU COULDN'T TURN THEM OFF!
HOW'S ABOUT IT, SHOCKIE?
CHUDD!
EXACTLY WHAT DOES HAPPEN?
WHUDD!
NO! YOU BLASTED IDIOT-- I CAN'T CONTROL THE RECOIL--!
THE FORCE OF THE VIBRO-BLASTS AGAINST THE WALLS IS RICOCHETING ME AROUND THE ROOM--
THAMM!
BRODD!
--AND I CAN'T DO ANYTHING TO STOP MYSELF!
I'M GOING TO... UUNNHH!
CRAKK
SONUVAGUN. SO THAT'S WHAT HAPPENS.
SHOCKIE IS SLEEPING LIKE A LITTLE QUILTED BIRDIE-- AND HIS SHOCK-UNITS HAVE BURNED THEM-SELVES OUT!
MIGHT AS WELL TIE HIM UP IN A NEAT LITTLE PACKAGE-- AND CALL IN THE POLICE!
AND AFTER THE PROPER CALLS HAVE BEEN MADE...
THE NOTE SAYS, "COMPLIMENTS OF YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN!"
GUESS THAT'S ANOTHER ONE WE OWE HIM!
WELL, DON'T SWEAT IT, FELLA. I'LL SEND YOU MY BILL!
NEXT ISSUE:
THE MOST OFFBEAT SPIDEY SHOCKER OF THE YEAR...
THE LONGEST HUNDRED YARDS!

SPIDER-MAN
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the AMAZING SPIDER-MAN®
A FOOTBALL FIELD BECOMES A RAGING BATTLEGROUND-- AS SPIDEY FIGHTS TO SAVE AN INNOCENT CHILD!
THE DEADLIEST HUNDRED YARDS!
KILL HIM! THE WEBSLINGER MUST NOT ESCAPE ALIVE!
10

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

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LEN WEIN WRITER/EDITOR . ROSS ANDRU ARTIST . MIKE ESPOSITO INKER . GLYNIS OLIVER WEIN COLORIST . JOHN COSTANZA LETTERER

THERE ARE CERTAIN PEOPLE IN THIS LIFE WHO JUST SEEM NATURALLY ATTRACTED TO TROUBLE. TAKE PETER PARKER, FOR EXAMPLE.
A SHORT WHILE AGO, HE PACKED AWAY HIS SCHOOL BOOKS, SLIPPED INTO HIS COSTUME, AND SWUNG OUT HIS BEDROOM WINDOW ON HIS TRUSTY WEB-- INTERESTED ONLY IN GRABBING A NICE QUIET PEACEFUL BREATH OF FRESH AIR. AN INNOCENT ENOUGH EVENING'S DISTRACTION, RIGHT?
C'MON, FAITHFUL ONE-- YOU DON'T BELIEVE THAT ANY MORE THAN WE DO!
HEY, WHADDAYA KNOW? THERE IS SOMEBODY OUT TONIGHT BESIDES ME!
WONDER IF I SHOULD SWING ON DOWN PAST THAT CABBIE-- AND GIVE HIM A BIG THRILL?
THE LONGEST HUNDRED YARDS!

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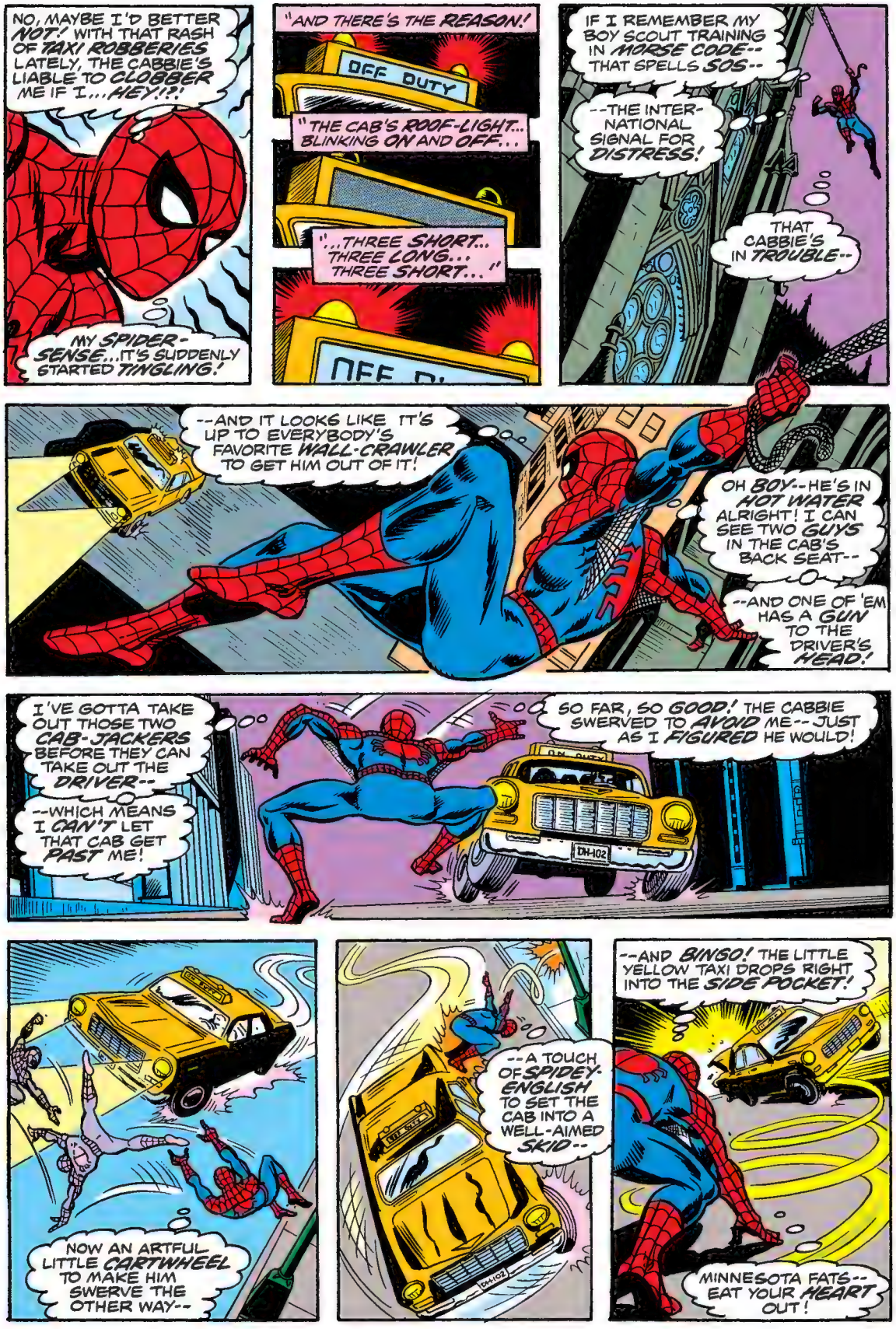
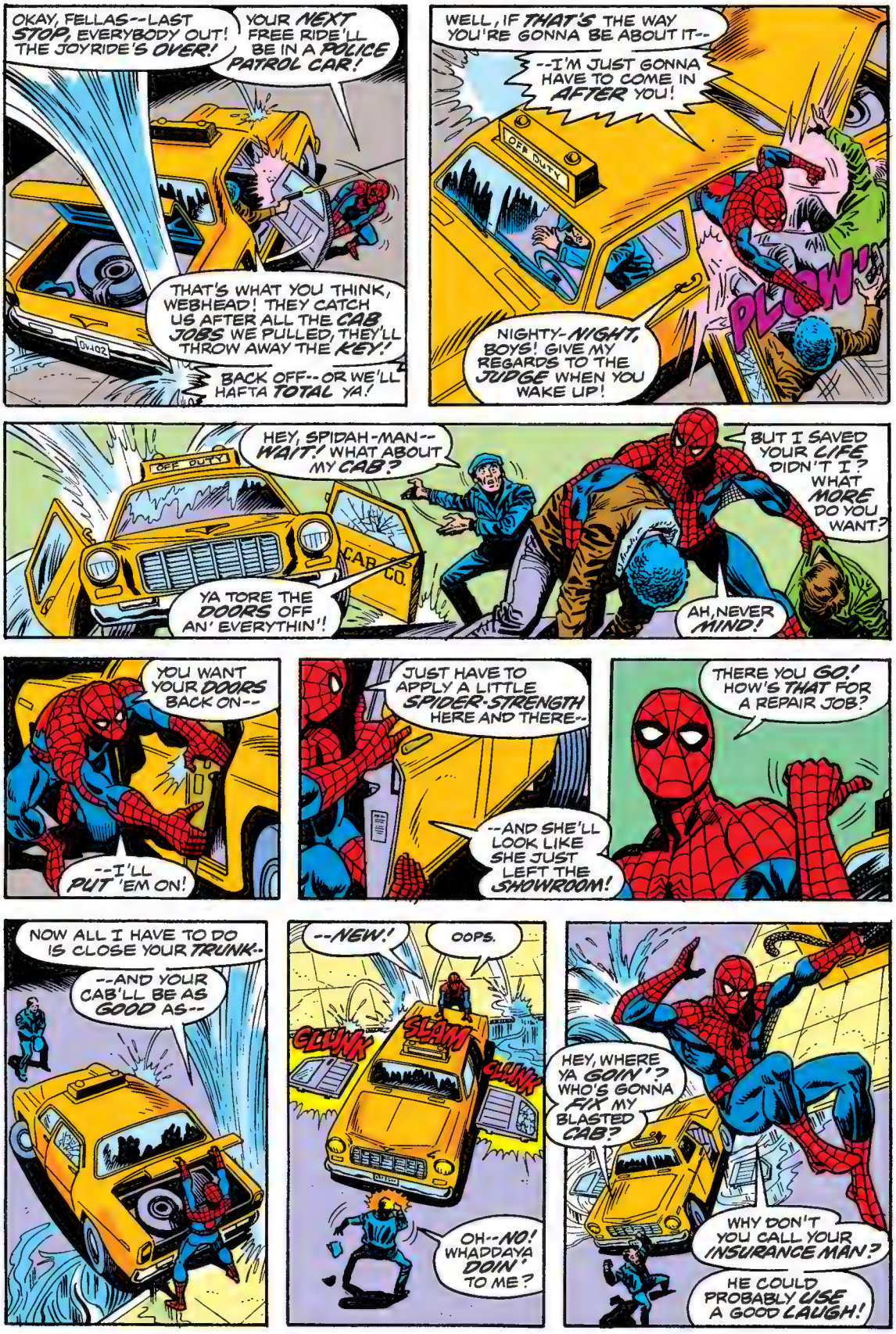
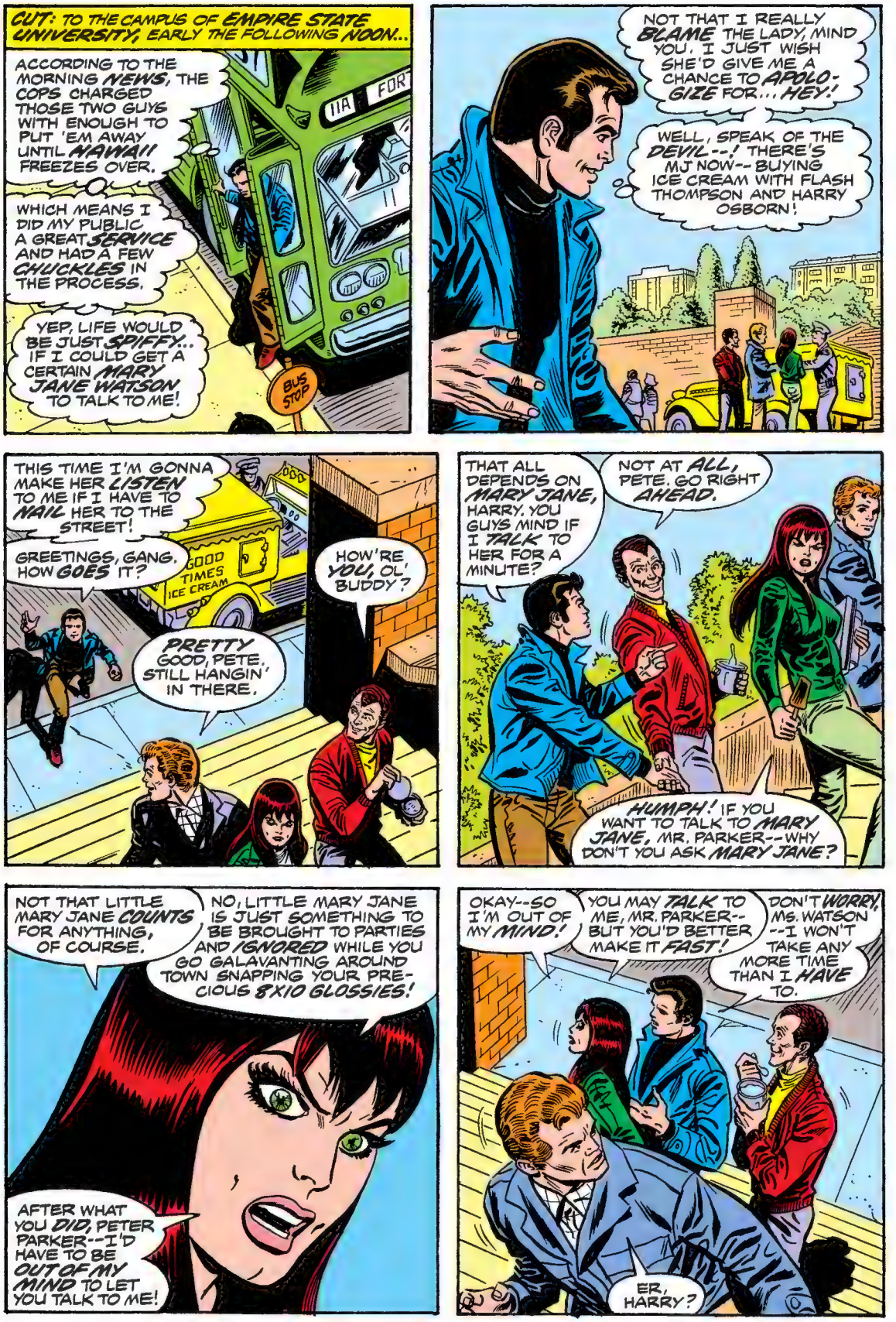
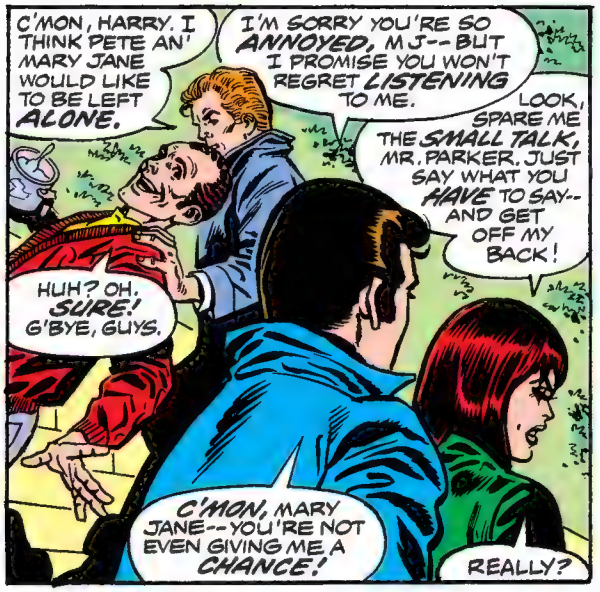

NO, MAYBE I'D BETTER NOT! WITH THAT RASH OF TAXI ROBBERIES LATELY, THE CABBIE'S LIABLE TO CLOBBER ME IF I... HEY!?!
MY SPIDER-SENSE... IT'S SUDDENLY STARTED TINGLING!
"AND THERE'S THE REASON!
OFF DUTY
"THE CAB'S ROOF-LIGHT... BLINKING ON AND OFF...
"...THREE SHORT... THREE LONG... THREE SHORT..."
IF I REMEMBER MY BOY SCOUT TRAINING IN MORSE CODE-- THAT SPELLS SOS--
--THE INTERNATIONAL SIGNAL FOR DISTRESS!
THAT CABBIE'S IN TROUBLE--
--AND IT LOOKS LIKE IT'S UP TO EVERYBODY'S FAVORITE WALL-CRAWLER TO GET HIM OUT OF IT!
OH BOY--HE'S IN HOT WATER ALRIGHT! I CAN SEE TWO GUYS IN THE CAB'S BACK SEAT--
--AND ONE OF 'EM HAS A GUN TO THE DRIVER'S HEAD!
I'VE GOTTA TAKE OUT THOSE TWO CAB-JACKERS BEFORE THEY CAN TAKE OUT THE DRIVER--
--WHICH MEANS I CAN'T LET THAT CAB GET PAST ME!
SO FAR, SO GOOD! THE CABBIE SWERVED TO AVOID ME-- JUST AS I FIGURED HE WOULD!
DH-102
NOW AN ARTFUL LITTLE CARTWHEEL TO MAKE HIM SWERVE THE OTHER WAY--
--A TOUCH OF SPIDEY-ENGLISH TO SET THE CAB INTO A WELL-AIMED SKID--
--AND BINGO! THE LITTLE YELLOW TAXI DROPS RIGHT INTO THE SIDE POCKET!
MINNESOTA FATS-- EAT YOUR HEART OUT!

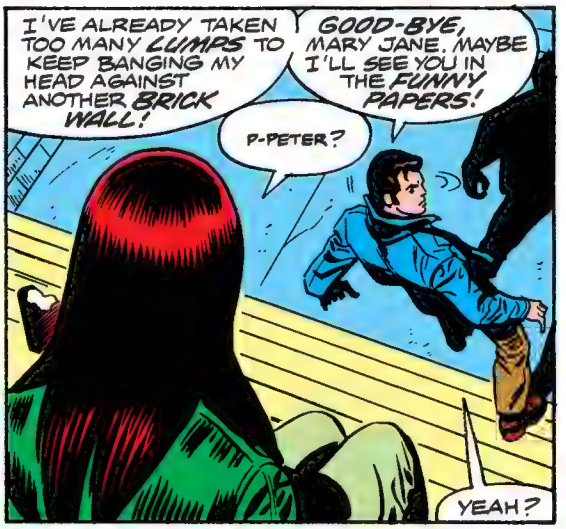

OKAY, FELLAS--LAST STOP, EVERYBODY OUT! THE JOYRIDE'S OVER!
YOUR NEXT FREE RIDE'LL BE IN A POLICE PATROL CAR!
THAT'S WHAT YOU THINK, WEBHEAD! THEY CATCH US AFTER ALL THE CAB JOBS WE PULLED, THEY'LL THROW AWAY THE KEY!
BACK OFF--OR WE'LL HAFTA TOTAL YA!
WELL, IF THAT'S THE WAY YOU'RE GONNA BE ABOUT IT--
--I'M JUST GONNA HAVE TO COME IN AFTER YOU!
OFF DUTY
PLOW!
NIGHTY-NIGHT, BOYS! GIVE MY REGARDS TO THE JUDGE WHEN YOU WAKE UP!
OFF DUTY
CAB CO.
HEY, SPIDAH-MAN--WAIT! WHAT ABOUT MY CAB?
YA TORE THE DOORS OFF AN' EVERYTHIN'!
BUT I SAVED YOUR LIFE DIDN'T I? WHAT MORE DO YOU WANT?
AH, NEVER MIND!
YOU WANT YOUR DOORS BACK ON--
--I'LL PUT 'EM ON!
JUST HAVE TO APPLY A LITTLE SPIDER-STRENGTH HERE AND THERE--
--AND SHE'LL LOOK LIKE SHE JUST LEFT THE SHOWROOM!
THERE YOU GO! HOW'S THAT FOR A REPAIR JOB?
NOW ALL I HAVE TO DO IS CLOSE YOUR TRUNK--
--AND YOUR CAB'LL BE AS GOOD AS--
--NEW!
OOPS.
CLUNK
SLAM
CLUNK
OH--NO! WHADDAYA DOIN' TO ME?
HEY, WHERE YA GOIN'? WHO'S GONNA FIX MY BLASTED CAB?
WHY DON'T YOU CALL YOUR INSURANCE MAN?
HE COULD PROBABLY USE A GOOD LAUGH!


CUT: TO THE CAMPUS OF EMPIRE STATE UNIVERSITY, EARLY THE FOLLOWING NOON...
ACCORDING TO THE MORNING NEWS, THE COPS CHARGED THOSE TWO GUYS WITH ENOUGH TO PUT 'EM AWAY UNTIL HAWAII FREEZES OVER.
WHICH MEANS I DID MY PUBLIC A GREAT SERVICE AND HAD A FEW CHUCKLES IN THE PROCESS.
YEP, LIFE WOULD BE JUST SPIFFY... IF I COULD GET A CERTAIN MARY JANE WATSON TO TALK TO ME!
BUS STOP
NOT THAT I REALLY BLAME THE LADY, MIND YOU, I JUST WISH SHE'D GIVE ME A CHANCE TO APOLOGIZE FOR... HEY!
WELL, SPEAK OF THE DEVIL--! THERE'S MJ NOW-- BUYING ICE CREAM WITH FLASH THOMPSON AND HARRY OSBORN!
THIS TIME I'M GONNA MAKE HER LISTEN TO ME IF I HAVE TO NAIL HER TO THE STREET!
GREETINGS, GANG. HOW GOES IT?
GOOD TIMES ICE CREAM
HOW'RE YOU, OL' BUDDY?
PRETTY GOOD, PETE. STILL HANGIN' IN THERE.
THAT ALL DEPENDS ON MARY JANE, HARRY. YOU GUYS MIND IF I TALK TO HER FOR A MINUTE?
NOT AT ALL, PETE. GO RIGHT AHEAD.
HUMPH! IF YOU WANT TO TALK TO MARY JANE, MR. PARKER--WHY DON'T YOU ASK MARY JANE?
NOT THAT LITTLE MARY JANE COUNTS FOR ANYTHING, OF COURSE.
NO, LITTLE MARY JANE IS JUST SOMETHING TO BE BROUGHT TO PARTIES AND IGNORED WHILE YOU GO GALAVANTING AROUND TOWN SNAPPING YOUR PRECIOUS 8X10 GLOSSIES!
AFTER WHAT YOU DID, PETER PARKER--I'D HAVE TO BE OUT OF MY MIND TO LET YOU TALK TO ME!
OKAY--SO I'M OUT OF MY MIND!
YOU MAY TALK TO ME, MR. PARKER-- BUT YOU'D BETTER MAKE IT FAST!
DON'T WORRY, MS. WATSON --I WON'T TAKE ANY MORE TIME THAN I HAVE TO.
ER, HARRY?


C'MON, HARRY. I THINK PETE AN' MARY JANE WOULD LIKE TO BE LEFT ALONE.
I'M SORRY YOU'RE SO ANNOYED, MJ-- BUT I PROMISE YOU WON'T REGRET LISTENING TO ME.
LOOK, SPARE ME THE SMALL TALK, MR. PARKER. JUST SAY WHAT YOU HAVE TO SAY-- AND GET OFF MY BACK!
HUH? OH. SURE! G'BYE, GUYS.
C'MON, MARY JANE--YOU'RE NOT EVEN GIVING ME A CHANCE!
REALLY?

TOUGH!
TOUGH?
THAT SURE DOESN'T SOUND LIKE THE MARY JANE WATSON WHO DECLARED ALLOUT WAR WHEN SHE THOUGHT SHE WAS LOSING ME TO GWEN STACY!*
SO MAY-BE SINCE THEN I REALIZED YOU JUST WEREN'T WORTH FIGHTING FOR.
* BACK IN SPIDEY #146. --LEN.

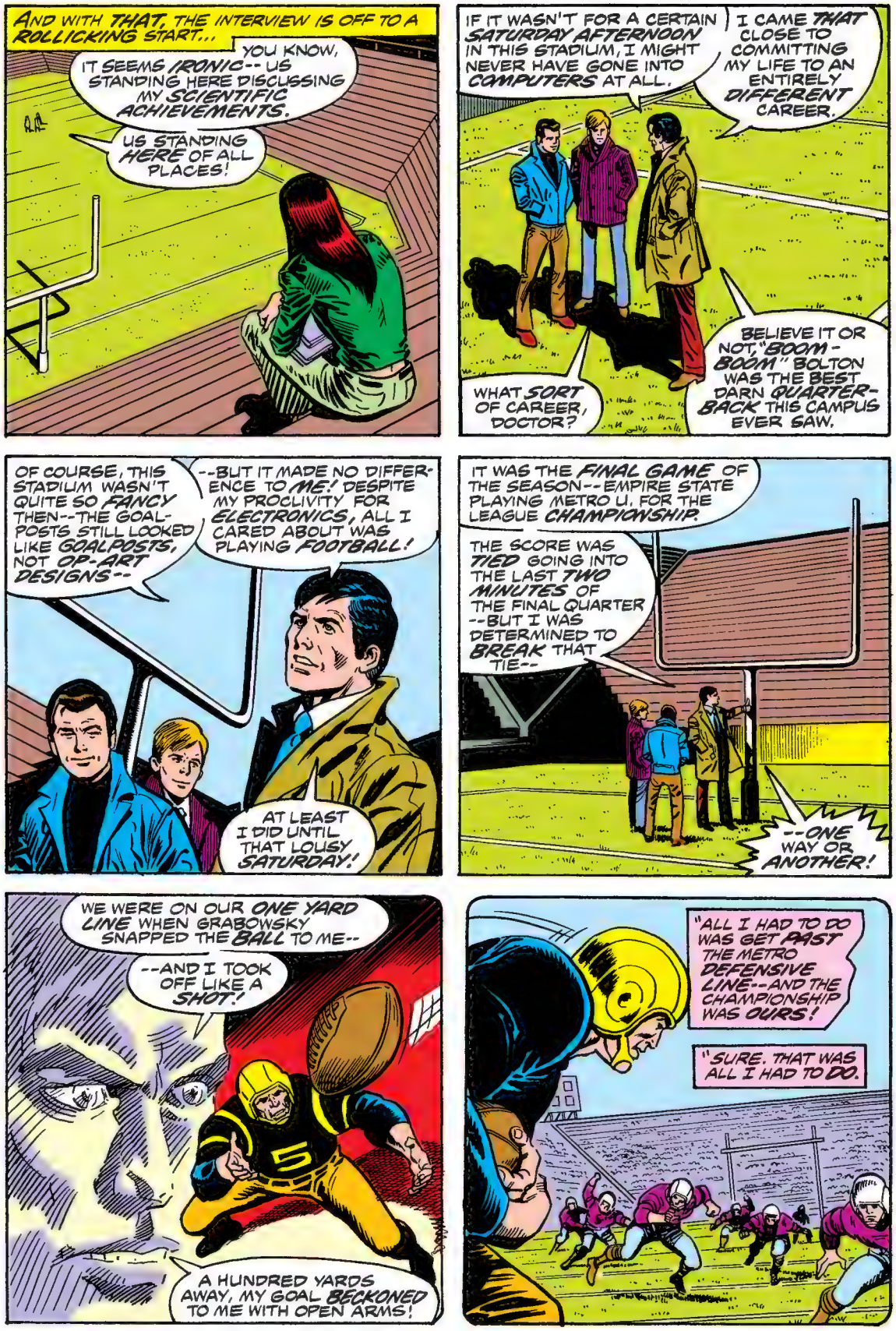
WELL, IF THAT'S THE WAY YOU FEEL ABOUT IT, Ms. WATSON-- THEN MAYBE YOU'RE RIGHT!
MAYBE WE SHOULD JUST FORGET THE WHOLE THING!


I'VE ALREADY TAKEN TOO MANY LUMPS TO KEEP BANGING MY HEAD AGAINST ANOTHER BRICK WALL!
GOOD-BYE, MARY JANE. MAYBE I'LL SEE YOU IN THE FUNNY PAPERS!
P-PETER?
YEAH?

PETER,..DON'T GO.
WHY NOT? I DON'T HAVE ANY REASON TO STAY.
PETER,.. I LIED.
LIED?
UH-HUH.
ABOUT WHAT?
ABOUT YOU.

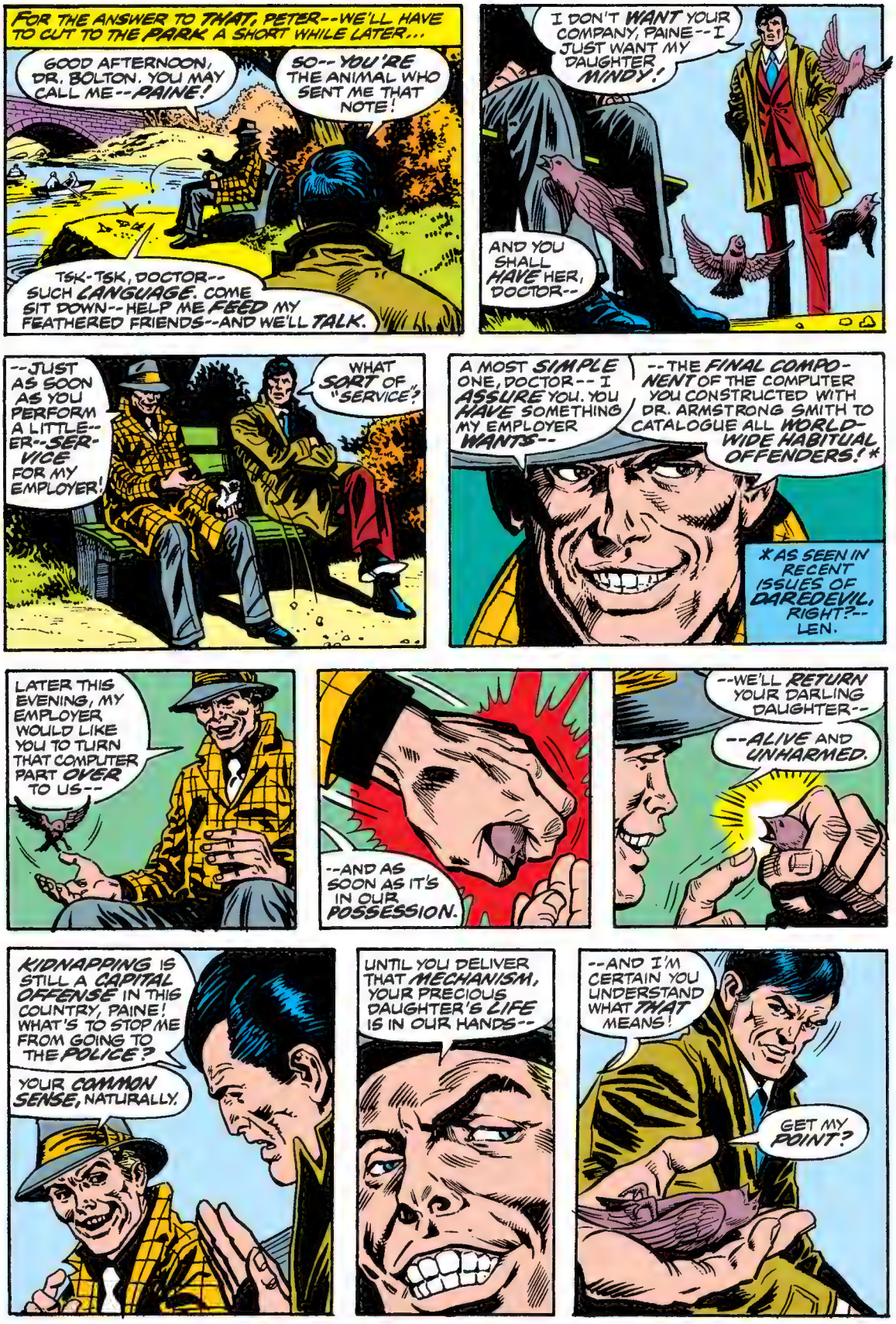
YOU ARE WORTH FIGHTING FOR.
WANT A LICK?
MARY JANE WATSON,.. YOU DRIVE ME CRAZY!

WELL, TIGER--NOW THAT WE'RE ON SPEAKING TERMS AGAIN, WHAT DO YOU WANNA TALK ABOUT?
GEE, I DON'T KNOW. D'YA THINK THE RAIN'LL GET THE RHUBARB WET?
MR. PARKER, YOU HAVE A POSITIVE GIFT FOR GAB.
HOWDY, PETE... MARY JANE. WOULD THREE BE A CROWD?
HEY, NED. WHAT BRINGS THE BLUSHING GROOM-TO-BE WAY OUT HERE SO NEAR THE WEDDING?
UNFORTU-NATELY, MJ-- THE GROOM-TO-BE IS STILL A REPORTER.
EVER HEAR OF BRADLEY BOLTON? HE WAS A B.M.O.C. SOME YEARS BACK--A FOOT-BALL STAR OR SOMETHING.
WELL, NOW HE'S A BIGSHOT COMPUTER WIZARD, VISITING E.S.U. FOR A HOME-COMING--AND J. JONAH JAMESON'S SENT ME TO INTER-VIEW HIM.
SO YOU THOUGHT YOU'D BRING ALONG THAT JUNIOR GENIUS ME TO HELP BREAK THE ICE, HUH?
PROBLEM IS, I KNOW ZILCH ABOUT COMPU-TERS, SO...
"WELL, YOU'RE LUCKY, NED. IT SO HAPPENS I HAVE HEARD OF BOLTON --AND I'D LOVE TO MEET HIM"
"PETE, YOU'RE A LIFESAVER. C'MON-- BOLTON SAID HE'D MEET ME OVER AT THE STADIUM."
MAYBE THIS WASN'T SUCH A GOOD IDEA AFTER ALL.
I'D FORGOTTEN HOW LONELY THIS PLACE COULD BE WHEN IT'S EMPTY--AS LONELY AS A GRAVEYARD.
AND THAT'S WHAT IT IS, ALRIGHT-- A GRAVEYARD OF LOST MEMORIES.
DR. BOLTON? HOPE WE HAVEN'T KEPT YOU WAITING LONG.
WHO--?
I'M NED LEEDS OF THE DAILY BUGLE, SIR. THIS IS MY FRIEND PETER PARKER. HE'S--ER-- A FAN OF YOURS.
A PLEASURE TO MEET YOU, SIR. I REALLY ENJOYED YOUR TREATISE ON INTERMOLECULAR COMPUTER SYNAPSES.
SO YOU'RE THE ONE WHO READ THAT THING.
MR. PARKER, I'D LIKE TO SHAKE YOUR HAND.

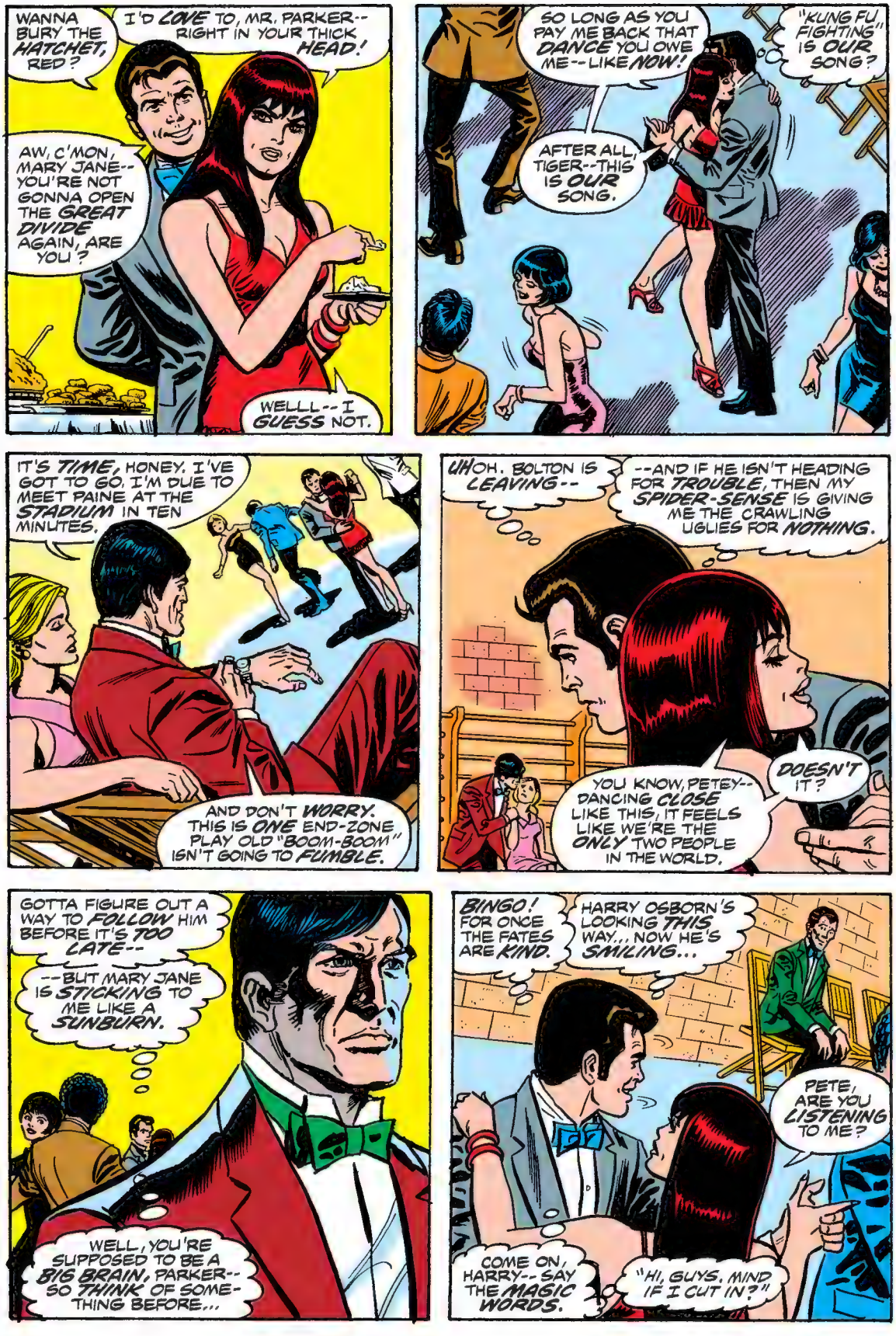

AND WITH THAT, THE INTERVIEW IS OFF TO A ROLLICKING START...
YOU KNOW, IT SEEMS IRONIC-- US STANDING HERE DISCUSSING MY SCIENTIFIC ACHIEVEMENTS.
US STANDING HERE OF ALL PLACES!
IF IT WASN'T FOR A CERTAIN SATURDAY AFTERNOON IN THIS STADIUM, I MIGHT NEVER HAVE GONE INTO COMPUTERS AT ALL.
I CAME THAT CLOSE TO COMMITTING MY LIFE TO AN ENTIRELY DIFFERENT CAREER.
WHAT SORT OF CAREER, DOCTOR?
BELIEVE IT OR NOT, "BOOM-BOOM" BOLTON WAS THE BEST DARN QUARTER-BACK THIS CAMPUS EVER SAW.
OF COURSE, THIS STADIUM WASN'T QUITE SO FANCY THEN--THE GOAL-POSTS STILL LOOKED LIKE GOALPOSTS, NOT OP-ART DESIGNS--
--BUT IT MADE NO DIFFER-ENCE TO ME! DESPITE MY PROCLIVITY FOR ELECTRONICS, ALL I CARED ABOUT WAS PLAYING FOOTBALL!
AT LEAST I DID UNTIL THAT LOUSY SATURDAY!
IT WAS THE FINAL GAME OF THE SEASON--EMPIRE STATE PLAYING METRO U. FOR THE LEAGUE CHAMPIONSHIP.
THE SCORE WAS TIED GOING INTO THE LAST TWO MINUTES OF THE FINAL QUARTER --BUT I WAS DETERMINED TO BREAK THAT TIE--
--ONE WAY OR ANOTHER!
WE WERE ON OUR ONE YARD LINE WHEN GRABOWSKY SNAPPED THE BALL TO ME--
--AND I TOOK OFF LIKE A SHOT!
A HUNDRED YARDS AWAY, MY GOAL BECKONED TO ME WITH OPEN ARMS!
"ALL I HAD TO DO WAS GET PAST THE METRO DEFENSIVE LINE--AND THE CHAMPIONSHIP WAS OURS!
"SURE. THAT WAS ALL I HAD TO DO.

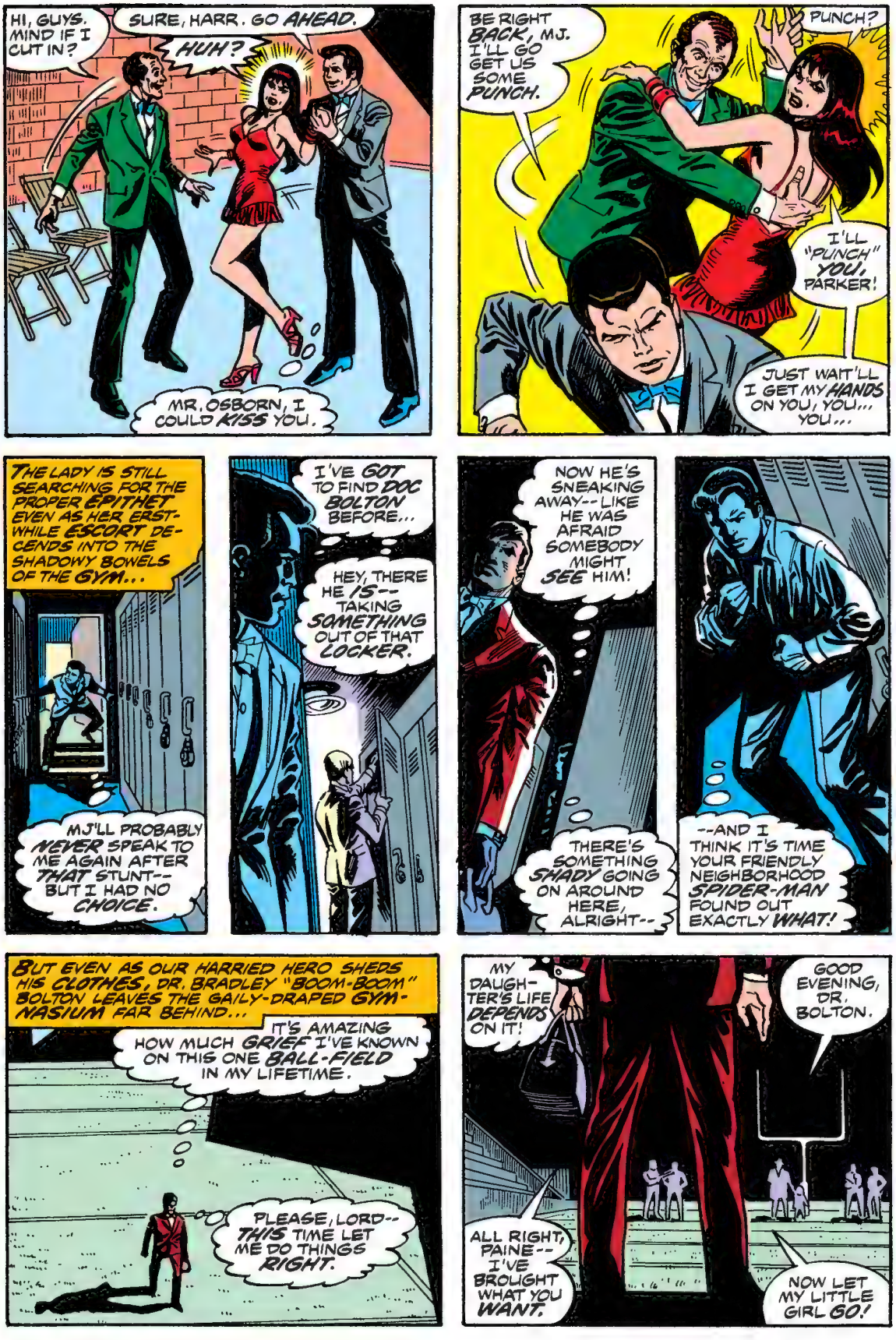
"BUT WHY NOT? AFTER ALL, IT WAS ONLY A HUNRED YARDS-- JUST A HUNDRED LOUSY YARDS!
"I COULD GO THAT DISTANCE IN MY SLEEP.
"SO I SPRINTED FORWARD, CLEATS TEARING INTO THE TURF, GIVING IT EVERYTHING I HAD--
"--LIKE MY LIFE DEPENDED ON IT!
"ONLY NINETY YARDS TO GO!
"THE OPPOSITION RAINED AROUND ME LIKE MACHINE-GUN FIRE.
"I LUNGED ASIDE, THEN CHARGED AHEAD!
"ONLY SEVENTY-FIVE YARDS TO GO!
"I RAN, LEGS PUMPING, HEART POUNDING, LUNGS PULLING BREATH AFTER RAGGED BREATH!
"I SAW NOTHING BUT THOSE GOAL-POSTS RISING LIKE OUTSTRETCHED ARMS BEFORE ME, I NEVER TOOK MY EYES OFF THAT GOAL!
"ON THE FIFTY-YARD LINE, THEY HIT ME-- HARD! MY INSIDES FELT LIKE THEY WERE AFIRE--
"--BUT STILL I KEPT ON GOING!
"I HAD TOO MUCH AT STAKE TO BE TAKEN OUT NOW!
"IN ALL THE WORLD, THERE WAS ONLY ME --THAT BALL-- AND THE GOAL LINE JUST AHEAD!
"NOTHING WAS GOING TO STOP ME!
"I CRADLED THAT PIGSKIN LIKE A BABY, LIKE IT WAS FLESH OF MY FLESH. IT WAS THAT IMPORTANT TO ME.
"AND EVEN WHEN THEIR LAST DEFENDERS TACKLED ME, EVEN WHEN THEY FINALLY BROUGHT ME DOWN, I WOULDN'T LET GO OF THAT BALL.
"I COULDN'T LET GO OF IT.
"THEY FINALLY HAD TO PRY IT FROM MY FINGERS!"

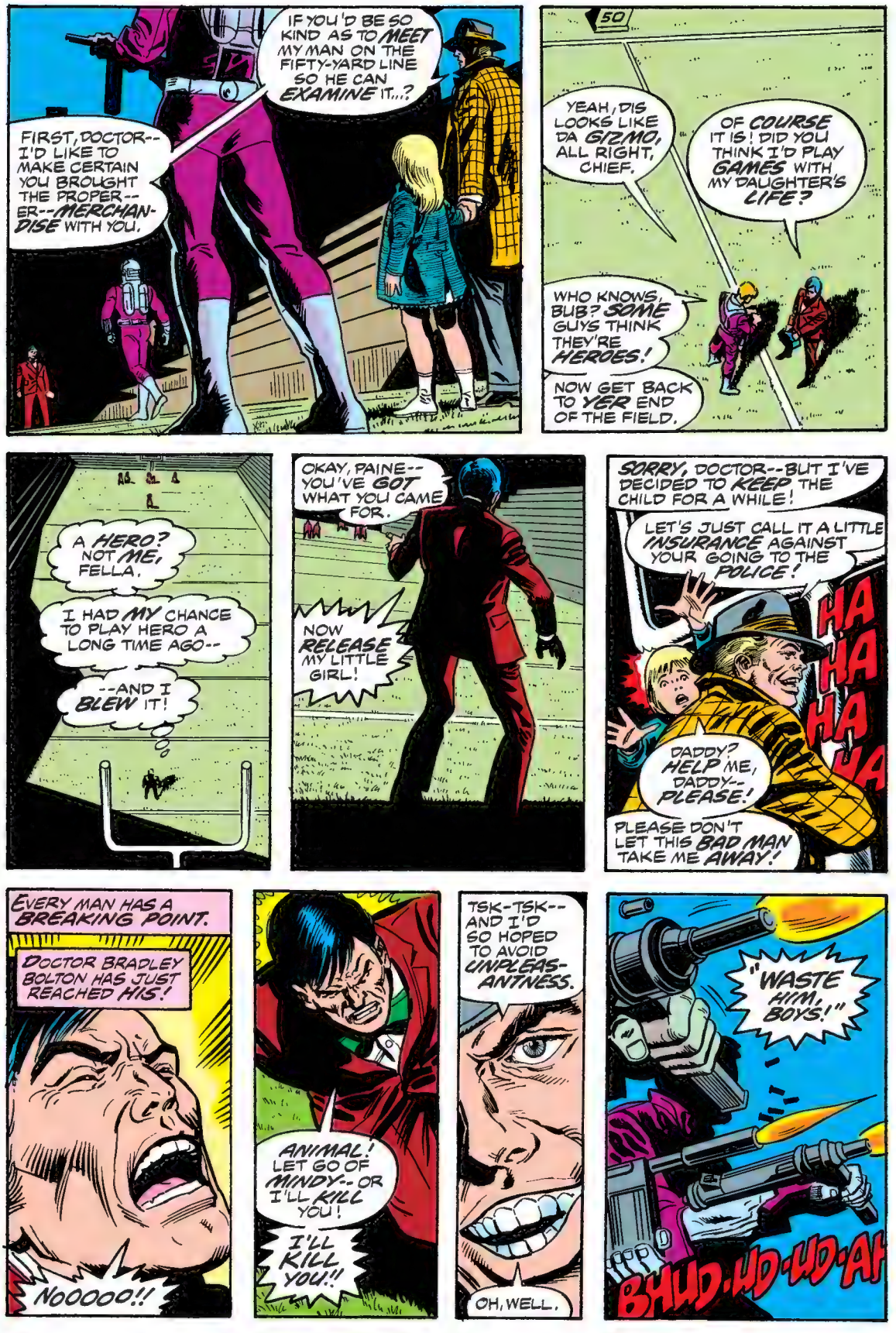
THIS CLOSE, FELLAS.
I CAME THIS CLOSE!
ONE MISERABLE FOOT FROM THE GOAL LINE.
WE FUMBLED ON THE NEXT PLAY AND METRO TOOK POSSESSION-- CARRIED THE BALL ALL THE WAY BACK FOR A TOUCHDOWN.
TO THIS DAY, I DON'T THINK WE REALLY TRIED THAT HARD TO STOP THEM!
WHEN I FAILED TO SCORE, I SHATTERED THE SPIRIT OF THE ENTIRE TEAM!
THAT'S WHEN I GAVE UP FOOTBALL, FELLAS.
NOT THAT COMPUTER TECHNOLOGY DOESN'T HAVE ITS GOOD POINTS, OF COURSE.
I MET MY WIFE WHILE WORKING FOR STARK INTERNATIONAL.
THESE DAYS, ELLEN AND OUR DAUGHTER MINDY ARE ALL THE ROOTING SECTION I NEED!
IN THEIR EYES, I'M STILL ALL-- COLLEGIATE CHAMP!
THEY'RE BEAUTIFUL, SIR. YOU MUST BE VERY PROUD OF...
'SCUSE ME, MISTER --YOUR NAME BOLTON? FELLA OVER AT THE CLUBHOUSE ASKED ME TO GIVE YOU THIS MESSAGE.
MESSAGE? FOR ME?
DR. BOLTON, YOU LOOK STUNNED! IS ANYTHING WRONG?
HUH? OH-- ER--NO PARKER.
IT JUST--AH-- SEEMS I'VE FORGOTTEN ANOTHER--ER-- APPOINTMENT!
LOOKS LIKE WE'LL HAVE TO FINISH THIS INTERVIEW SOME OTHER TIME, LEEDS.
PERHAPS AT THE HOME-COMING DANCE THIS EVENING?
SURE, DOC. SEE YOU THERE.
YEAH... SEE YOU.
FUNNY--HE SEEMS LIKE A COMPLETELY DIFFERENT MAN SINCE READING THAT NOTE. WONDER WHAT IT SAID?

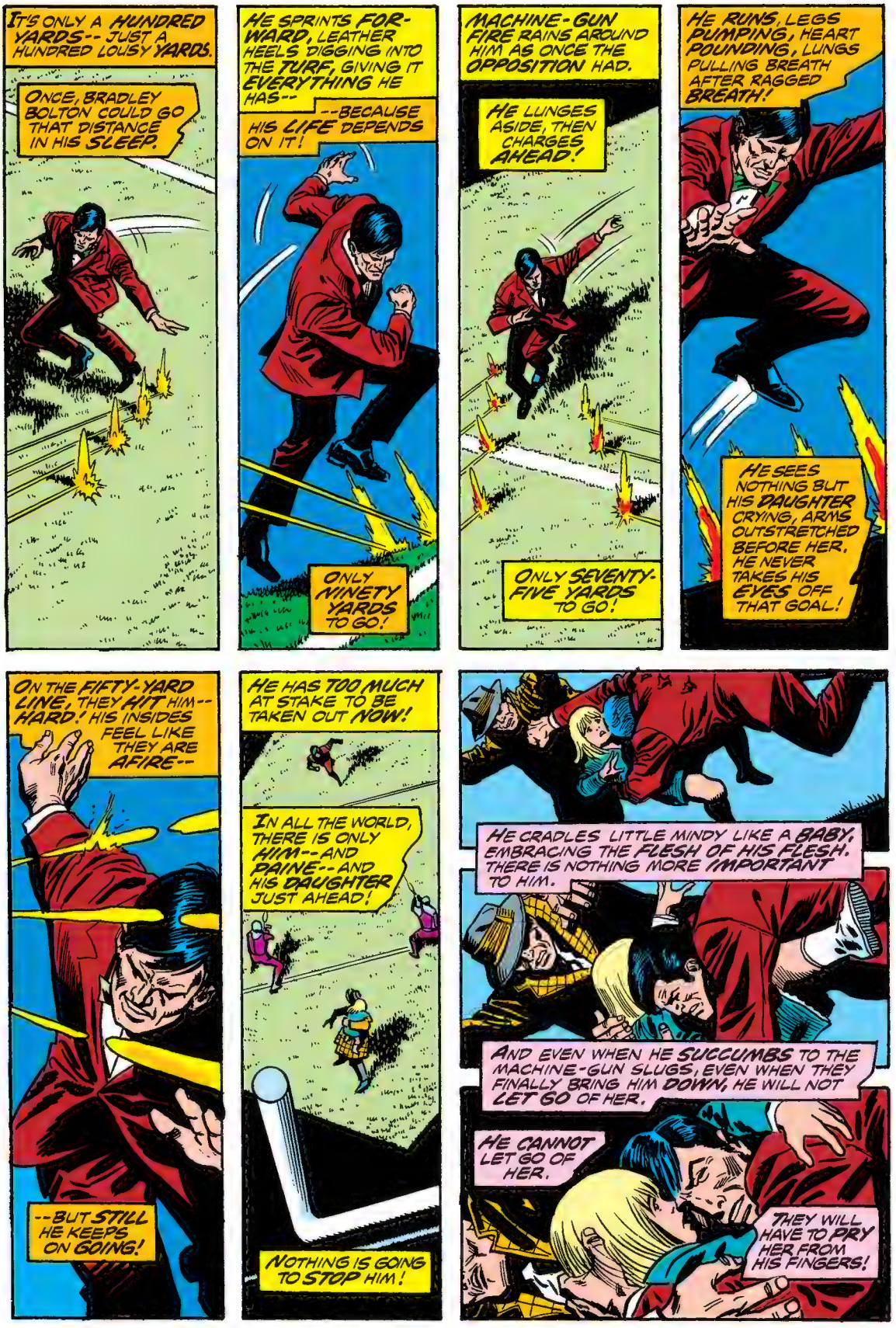

FOR THE ANSWER TO THAT, PETER--WE'LL HAVE TO CUT TO THE PARK A SHORT WHILE LATER...
GOOD AFTERNOON, DR. BOLTON. YOU MAY CALL ME--PAINE!
SO--YOU'RE THE ANIMAL WHO SENT ME THAT NOTE!
TSK-TSK, DOCTOR--SUCH LANGUAGE. COME SIT DOWN--HELP ME FEED MY FEATHERED FRIENDS--AND WE'LL TALK.
I DON'T WANT YOUR COMPANY, PAINE--I JUST WANT MY DAUGHTER MINDY!
AND YOU SHALL HAVE HER, DOCTOR--
--JUST AS SOON AS YOU PERFORM A LITTLE--ER--SERVICE FOR MY EMPLOYER!
WHAT SORT OF "SERVICE"?
A MOST SIMPLE ONE, DOCTOR--I ASSURE YOU. YOU HAVE SOMETHING MY EMPLOYER WANTS--
--THE FINAL COMPONENT OF THE COMPUTER YOU CONSTRUCTED WITH DR. ARMSTRONG SMITH TO CATALOGUE ALL WORLD-WIDE HABITUAL OFFENDERS!*
*AS SEEN IN RECENT ISSUES OF DAREDEVIL, RIGHT?--LEN.
LATER THIS EVENING, MY EMPLOYER WOULD LIKE YOU TO TURN THAT COMPUTER PART OVER TO US--
--AND AS SOON AS IT'S IN OUR POSSESSION.
--WE'LL RETURN YOUR DARLING DAUGHTER--
--ALIVE AND UNHARMED.
KIDNAPPING IS STILL A CAPITAL OFFENSE IN THIS COUNTRY, PAINE! WHAT'S TO STOP ME FROM GOING TO THE POLICE?
YOUR COMMON SENSE, NATURALLY.
UNTIL YOU DELIVER THAT MECHANISM, YOUR PRECIOUS DAUGHTER'S LIFE IS IN OUR HANDS--
--AND I'M CERTAIN YOU UNDERSTAND WHAT THAT MEANS!
GET MY POINT?

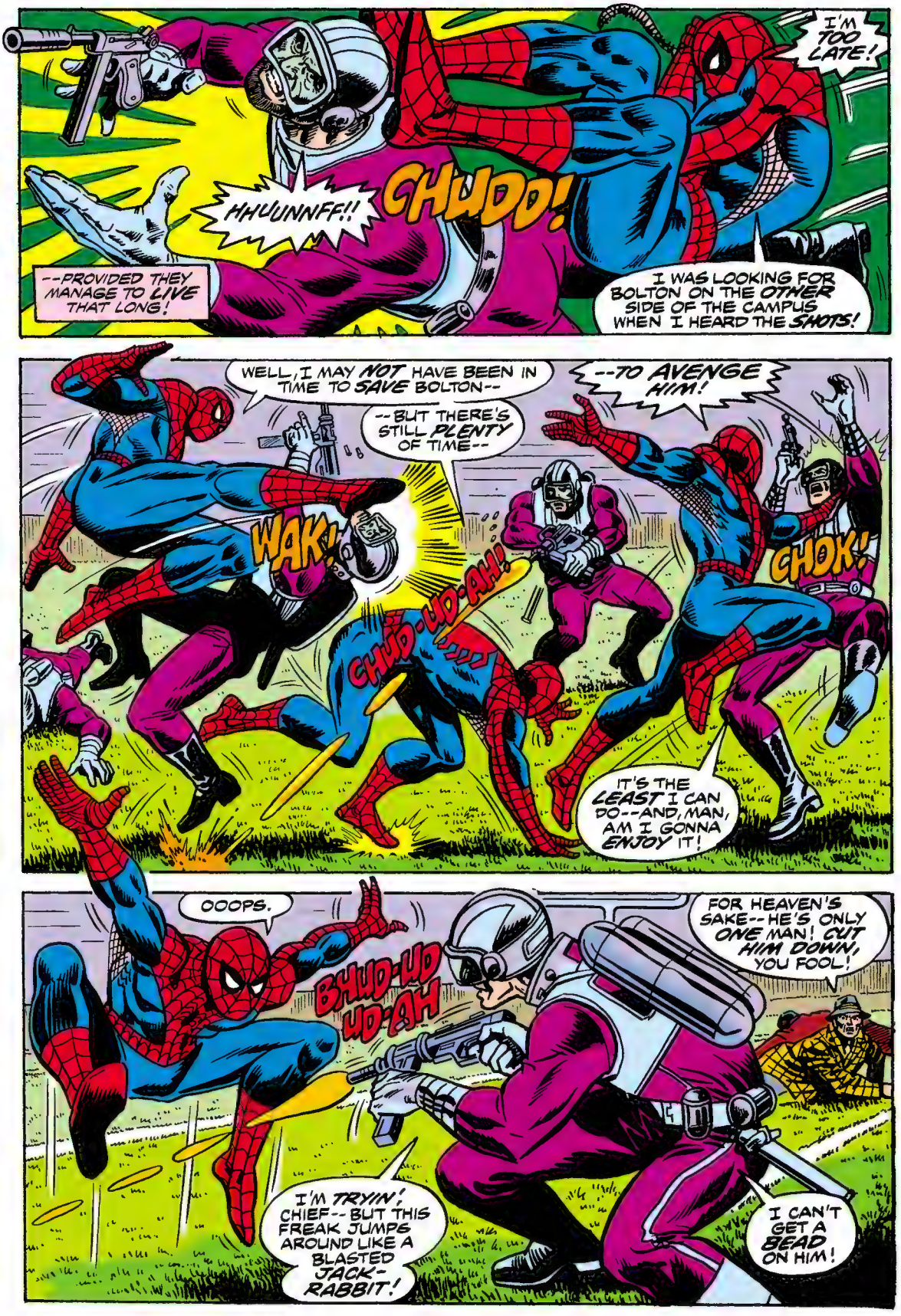
NOT ALL THAT MANY PEOPLE ATTEND HOMECOMING ANYMORE. SOME EMPIRE STATE GRADS HAVE PRIOR COMMITMENTS EVERY YEAR; SOME ALWAYS FORGET; AND OTHERS JUST DON'T THINK IT'S WORTH THE EFFORT.
SO THE HOMECOMING DANCE THAT'S HELD EACH YEAR REALLY TURNS OUT TO BE MOSTLY FOR E.S.U.'S CURRENT STUDENT BODY--
--AND FRANKLY, THEY DON'T MIND AT ALL.
HEY, TIGER-- YOU'RE LATE.
SORRY, M.J. ER-- MIND IF I CUT IN?
NOT A BIT, PETEY. C'MON-- LET START THIS JOINT SHAKIN'!
LATER, LADY. I'VE GOT TO TALK TO NED FIRST.
I MUST NOT BE HEARING RIGHT, TIGER. I COULD SWEAR YOU SAID...
I WANT TO TALK TO NED. UH-HUH!
WELL!
I HOPE THE TWO OF YOU WILL BE VERY HAPPY TOGETHER!
OUCH. BACK IN THE DOGHOUSE AGAIN! I HOPE MY HUNCH IS WORTH IT.
NED, HAVE YOU SPOKEN TO DR. BOLTON YET?
TRIED TO, PETE-- BUT HE SEEMED COMPLETELY PREOCCUPIED-- REALLY NERVOUS ABOUT SOMETHING--
--AND HIS WIFE LOOKS DOWNRIGHT WORRIED!
SO I NOTICED. THERE'S SOMETHING DEFINITELY BOTHERING HIM, NED-- AND I WISH I KNEW WHAT.
BOLTON'S A NICE GUY. IF I COULD, I'D LIKE TO HELP HIM.
HERE, HONEY-- DRINK THIS. YOU'LL FEEL BETTER. NOW, PLEASE-- STOP DESTROYING YOURSELF.
I'LL BRING MINDY BACK SAFELY. I SWEAR I WILL!
WELL, WHATEVER THEIR PROBLEM IS, PETE-- IT'S THEIR BUSINESS. WE CAN'T HELP UNLESS HE ASKS US TO.
RIGHT NOW, YOU'D BETTER GET BACK TO MARY JANE-- OR ELSE!
YEAH. I SUPPOSE YOU'RE RIGHT. BUT STILL...
OH NEVER MIND.

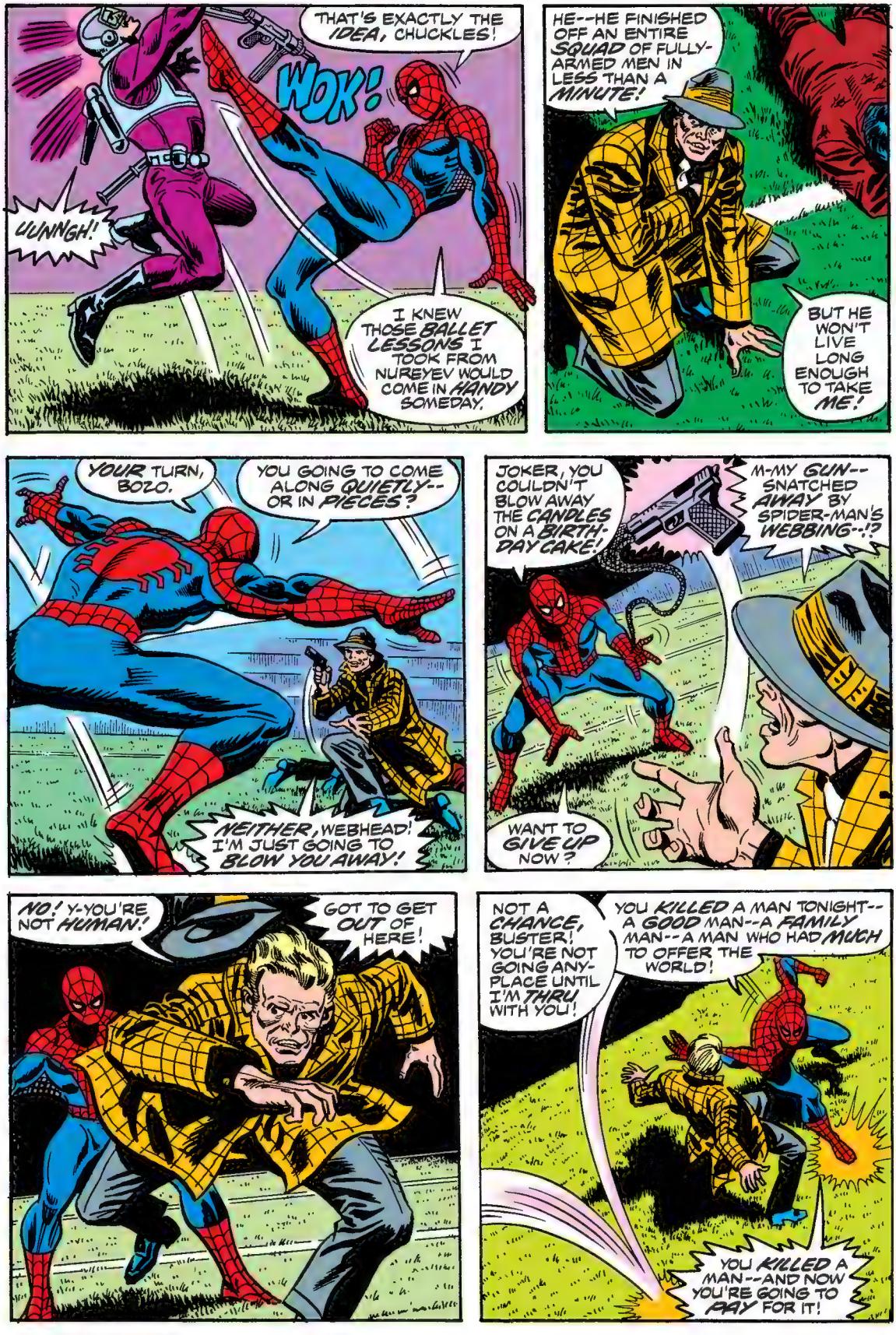

WANNA BURY THE HATCHET, RED?
I'D LOVE TO, MR. PARKER-- RIGHT IN YOUR THICK HEAD!
AW, C'MON, MARY JANE-- YOU'RE NOT GONNA OPEN THE GREAT DIVIDE AGAIN, ARE YOU?
WELLL-- I GUESS NOT.
SO LONG AS YOU PAY ME BACK THAT DANCE YOU OWE ME-- LIKE NOW!
"KUNG FU FIGHTING" IS OUR SONG?
AFTER ALL, TIGER--THIS IS OUR SONG.
IT'S TIME, HONEY. I'VE GOT TO GO. I'M DUE TO MEET PAINE AT THE STADIUM IN TEN MINUTES.
AND DON'T WORRY. THIS IS ONE END-ZONE PLAY OLD "BOOM-BOOM" ISN'T GOING TO FUMBLE.
UHOH. BOLTON IS LEAVING--
--AND IF HE ISN'T HEADING FOR TROUBLE, THEN MY SPIDER-SENSE IS GIVING ME THE CRAWLING UGLIES FOR NOTHING.
YOU KNOW, PETEY-- DANCING CLOSE LIKE THIS, IT FEELS LIKE WE'RE THE ONLY TWO PEOPLE IN THE WORLD.
DOESN'T IT?
GOTTA FIGURE OUT A WAY TO FOLLOW HIM BEFORE IT'S TOO LATE--
--BUT MARY JANE IS STICKING TO ME LIKE A SUNBURN.
WELL, YOU'RE SUPPOSED TO BE A BIG BRAIN, PARKER-- SO THINK OF SOMETHING BEFORE...
BINGO! FOR ONCE THE FATES ARE KIND.
HARRY OSBORN'S LOOKING THIS WAY... NOW HE'S SMILING...
PETE, ARE YOU LISTENING TO ME?
COME ON, HARRY-- SAY THE MAGIC WORDS.
"HI, GUYS. MIND IF I CUT IN?"

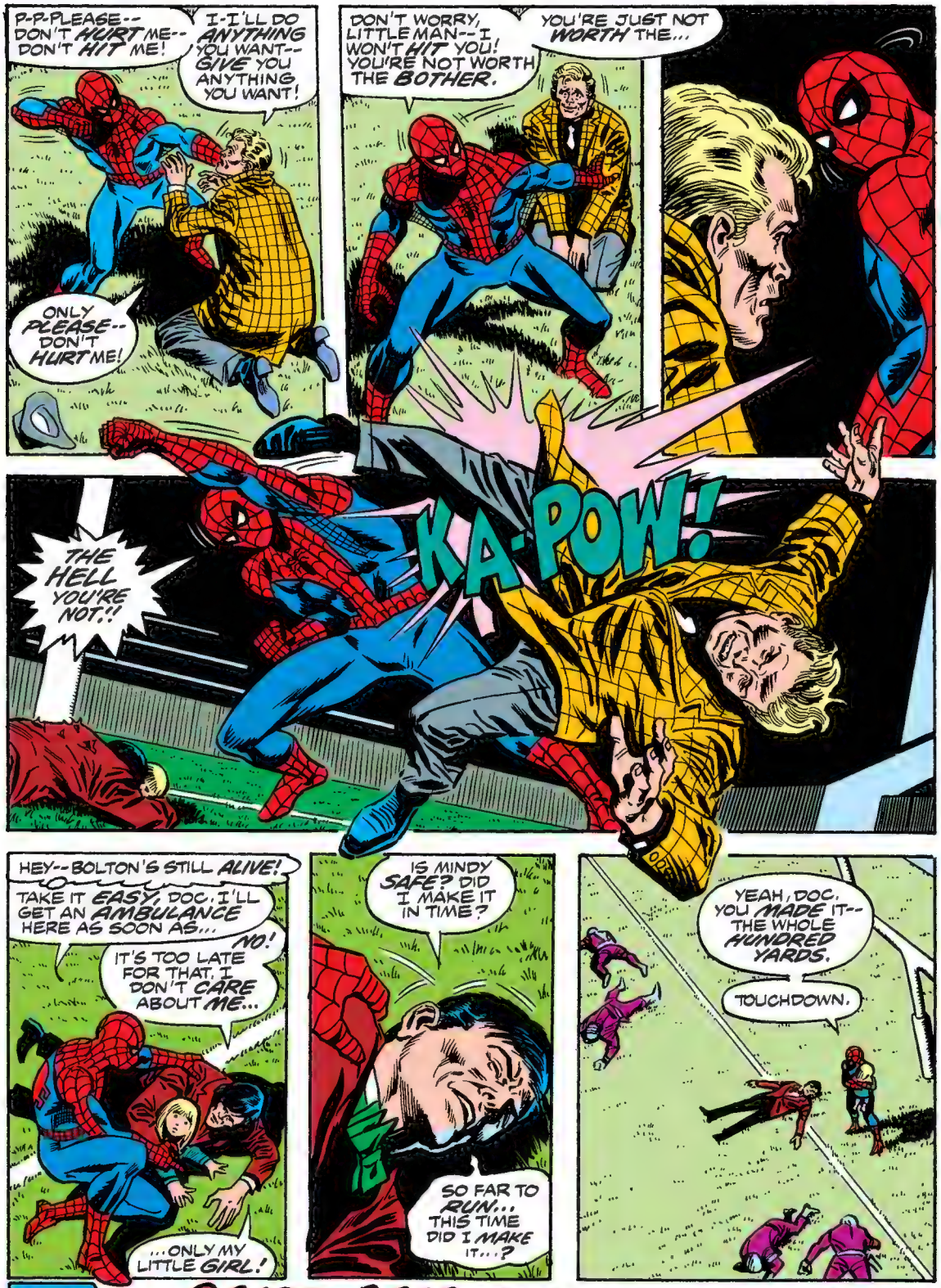

HI, GUYS. MIND IF I CUT IN?
SURE, HARR. GO AHEAD.
HUH?
MR. OSBORN, I COULD KISS YOU.
BE RIGHT BACK, MJ. I'LL GO GET US SOME PUNCH.
PUNCH?
I'LL "PUNCH" YOU, PARKER!
JUST WAIT'LL I GET MY HANDS ON YOU, YOU... YOU...
THE LADY IS STILL SEARCHING FOR THE PROPER EPITHET EVEN AS HER ERSTWHILE ESCORT DECENDS INTO THE SHADOWY BOWELS OF THE GYM...
MJ'LL PROBABLY NEVER SPEAK TO ME AGAIN AFTER THAT STUNT-- BUT I HAD NO CHOICE.
I'VE GOT TO FIND DOC BOLTON BEFORE...
HEY, THERE HE IS-- TAKING SOMETHING OUT OF THAT LOCKER.
NOW HE'S SNEAKING AWAY-- LIKE HE WAS AFRAID SOMEBODY MIGHT SEE HIM!
THERE'S SOMETHING SHADY GOING ON AROUND HERE, ALRIGHT--
--AND I THINK IT'S TIME YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN FOUND OUT EXACTLY WHAT!
BUT EVEN AS OUR HARRIED HERO SHEDS HIS CLOTHES, DR. BRADLEY "BOOM-BOOM" BOLTON LEAVES THE GAILY-DRAPED GYMNASIUM FAR BEHIND...
IT'S AMAZING HOW MUCH GRIEF I'VE KNOWN ON THIS ONE BALL-FIELD IN MY LIFETIME.
PLEASE, LORD-- THIS TIME LET ME DO THINGS RIGHT.
MY DAUGHTER'S LIFE DEPENDS ON IT!
GOOD EVENING, DR. BOLTON.
ALL RIGHT, PAINE-- I'VE BROUGHT WHAT YOU WANT.
NOW LET MY LITTLE GIRL GO!


IF YOU'D BE SO KIND AS TO MEET MY MAN ON THE FIFTY-YARD LINE SO HE CAN EXAMINE IT...?
FIRST, DOCTOR--I'D LIKE TO MAKE CERTAIN YOU BROUGHT THE PROPER--ER--MERCHANDISE WITH YOU.
50
YEAH, DIS LOOKS LIKE DA GIZMO, ALL RIGHT, CHIEF.
OF COURSE IT IS! DID YOU THINK I'D PLAY GAMES WITH MY DAUGHTER'S LIFE?
WHO KNOWS, BUB? SOME GUYS THINK THEY'RE HEROES!
NOW GET BACK TO YER END OF THE FIELD.
A HERO? NOT ME, FELLA.
I HAD MY CHANCE TO PLAY HERO A LONG TIME AGO--
--AND I BLEW IT!
OKAY, PAINE--YOU'VE GOT WHAT YOU CAME FOR.
NOW RELEASE MY LITTLE GIRL!
SORRY, DOCTOR--BUT I'VE DECIDED TO KEEP THE CHILD FOR A WHILE!
LET'S JUST CALL IT A LITTLE INSURANCE AGAINST YOUR GOING TO THE POLICE!
HA HA HA HA
DADDY? HELP ME, DADDY--PLEASE!
PLEASE DON'T LET THIS BAD MAN TAKE ME AWAY!
EVERY MAN HAS A BREAKING POINT.
DOCTOR BRADLEY BOLTON HAS JUST REACHED HIS!
NOOOOO!!
ANIMAL! LET GO OF MINDY--OR I'LL KILL YOU!
I'LL KILL YOU!!
TSK-TSK--AND I'D SO HOPED TO AVOID UNPLEASANTNESS.
OH, WELL.
"WASTE HIM, BOYS!"
BHUD-HD-HD-AH


IT'S ONLY A HUNDRED YARDS-- JUST A HUNDRED LOUSY YARDS.
ONCE, BRADLEY BOLTON COULD GO THAT DISTANCE IN HIS SLEEP.
HE SPRINTS FORWARD, LEATHER HEELS DIGGING INTO THE TURF, GIVING IT EVERYTHING HE HAS--
--BECAUSE HIS LIFE DEPENDS ON IT!
ONLY NINETY YARDS TO GO!
MACHINE-GUN FIRE RAINS AROUND HIM AS ONCE THE OPPOSITION HAD.
HE LUNGES ASIDE, THEN CHARGES AHEAD!
ONLY SEVENTY-FIVE YARDS TO GO!
HE RUNS, LEGS PUMPING, HEART POUNDING, LUNGS PULLING BREATH AFTER RAGGED BREATH!
HE SEES NOTHING BUT HIS DAUGHTER CRYING, ARMS OUTSTRETCHED BEFORE HER. HE NEVER TAKES HIS EYES OFF THAT GOAL!
ON THE FIFTY-YARD LINE, THEY HIT HIM-- HARD! HIS INSIDES FEEL LIKE THEY ARE AFIRE--
--BUT STILL HE KEEPS ON GOING!
HE HAS TOO MUCH AT STAKE TO BE TAKEN OUT NOW!
IN ALL THE WORLD, THERE IS ONLY HIM--AND PAINE--AND HIS DAUGHTER JUST AHEAD!
NOTHING IS GOING TO STOP HIM!
HE CRADLES LITTLE MINDY LIKE A BABY, EMBRACING THE FLESH OF HIS FLESH. THERE IS NOTHING MORE IMPORTANT TO HIM.
AND EVEN WHEN HE SUCCUMBS TO THE MACHINE-GUN SLUGS, EVEN WHEN THEY FINALLY BRING HIM DOWN, HE WILL NOT LET GO OF HER.
HE CANNOT LET GO OF HER.
THEY WILL HAVE TO PRY HER FROM HIS FINGERS!


I'M TOO LATE!
CHUDD!
HHUUNNFF!!
--PROVIDED THEY MANAGE TO LIVE THAT LONG!
I WAS LOOKING FOR BOLTON ON THE OTHER SIDE OF THE CAMPUS WHEN I HEARD THE SHOTS!
WELL, I MAY NOT HAVE BEEN IN TIME TO SAVE BOLTON--
--BUT THERE'S STILL PLENTY OF TIME--
--TO AVENGE HIM!
WAK!
CHUD-UD-AH!
CHOK!
IT'S THE LEAST I CAN DO--AND, MAN, AM I GONNA ENJOY IT!
OOOPS.
BHUD-UD UD-AH
FOR HEAVEN'S SAKE--HE'S ONLY ONE MAN! CUT HIM DOWN, YOU FOOL!
I'M TRYIN', CHIEF-- BUT THIS FREAK JUMPS AROUND LIKE A BLASTED JACK-RABBIT!
I CAN'T GET A BEAD ON HIM!


THAT'S EXACTLY THE IDEA, CHUCKLES!
WOK!
UUNNGH!
I KNEW THOSE BALLET LESSONS I TOOK FROM NUREYEV WOULD COME IN HANDY SOMEDAY.
HE--HE FINISHED OFF AN ENTIRE SQUAD OF FULLY-ARMED MEN IN LESS THAN A MINUTE!
BUT HE WON'T LIVE LONG ENOUGH TO TAKE ME!
YOUR TURN, BOZO.
YOU GOING TO COME ALONG QUIETLY--OR IN PIECES?
NEITHER, WEBHEAD! I'M JUST GOING TO BLOW YOU AWAY!
JOKER, YOU COULDN'T BLOW AWAY THE CANDLES ON A BIRTH-DAY CAKE!
M-MY GUN--SNATCHED AWAY BY SPIDER-MAN'S WEBBING--!?
WANT TO GIVE UP NOW?
NO! Y-YOU'RE NOT HUMAN!
GOT TO GET OUT OF HERE!
NOT A CHANCE, BUSTER! YOU'RE NOT GOING ANY-PLACE UNTIL I'M THRU WITH YOU!
YOU KILLED A MAN TONIGHT--A GOOD MAN--A FAMILY MAN--A MAN WHO HAD MUCH TO OFFER THE WORLD!
YOU KILLED A MAN--AND NOW YOU'RE GOING TO PAY FOR IT!


P-P-PLEASE-- DON'T HURT ME-- DON'T HIT ME!
I-I'LL DO ANYTHING YOU WANT-- GIVE YOU ANYTHING YOU WANT!
ONLY PLEASE-- DON'T HURT ME!
DON'T WORRY, LITTLE MAN--I WON'T HIT YOU! YOU'RE NOT WORTH THE BOTHER.
YOU'RE JUST NOT WORTH THE...
KA-POW!
THE HELL YOU'RE NOT!!
HEY--BOLTON'S STILL ALIVE!
TAKE IT EASY, DOC. I'LL GET AN AMBULANCE HERE AS SOON AS...
NO! IT'S TOO LATE FOR THAT. I DON'T CARE ABOUT ME...
...ONLY MY LITTLE GIRL!
IS MINDY SAFE? DID I MAKE IT IN TIME?
SO FAR TO RUN... THIS TIME DID I MAKE IT...?
YEAH, DOC, YOU MADE IT-- THE WHOLE HUNDRED YARDS.
TOUCHDOWN.

NEXT ISSUE

THE SANDMAN ALWAYS STRIKES TWICE!

BE HERE!

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the AMAZING SPIDER-MAN®
THIS TIME, WEBHEAD--I'M GONNA PLASTER YA TO THE WALL!
AND HE HAS THE POWER TO DO IT! HOW CAN I BEAT THE GUY... WHEN MY WEBBING GOES RIGHT THRU HIM?
THE SANDMAN ALWAYS STRIKES TWICE!

Stan Lee Presents: THE AMAZING SPIDER-MAN™

LEN WEIN WRITER/EDITOR * SAL BUSCEMA GUEST ARTIST * MIKE ESPOSITO EMBELLISHER * GLYNIS WEIN COLORIST * JOHN COSTANZA LETTERER

THE SANDMAN ALWAYS STRIKES TWICE
IT HASN'T EXACTLY BEEN THE BEST OF ALL POSSIBLE DAYS FOR EVERYBODY'S FAVORITE WEB-SLINGER. A FEW SHORT HOURS AGO, A MAN PETER PARKER HAD COME TO KNOW AND ADMIRE WAS RUTHLESSLY MURDERED-- BECAUSE SPIDER-MAN ARRIVED TOO LATE TO SAVE HIM!
NOW THE WALL-CRAWLER SWINGS SOMBERLY THRU THE NIGHT-LIT CITY STREETS, FEELING SINGLY RESPONSIBLE FOR THAT DEATH, TRYING DESPERATELY TO FORGIVE HIMSELF--
--AND WOE BE UNTO ANYONE WHO GETS IN HIS WAY!
C'MON, FOXY LADY-- HAND OVER YER CASH-- OR WE HURT YA!
BAR
ROCKY LOVES SELMA
HEY, FORGET THE CHICK, HARRY--WE GOT TROUBLE!
IT'S SPIDER-MAN!

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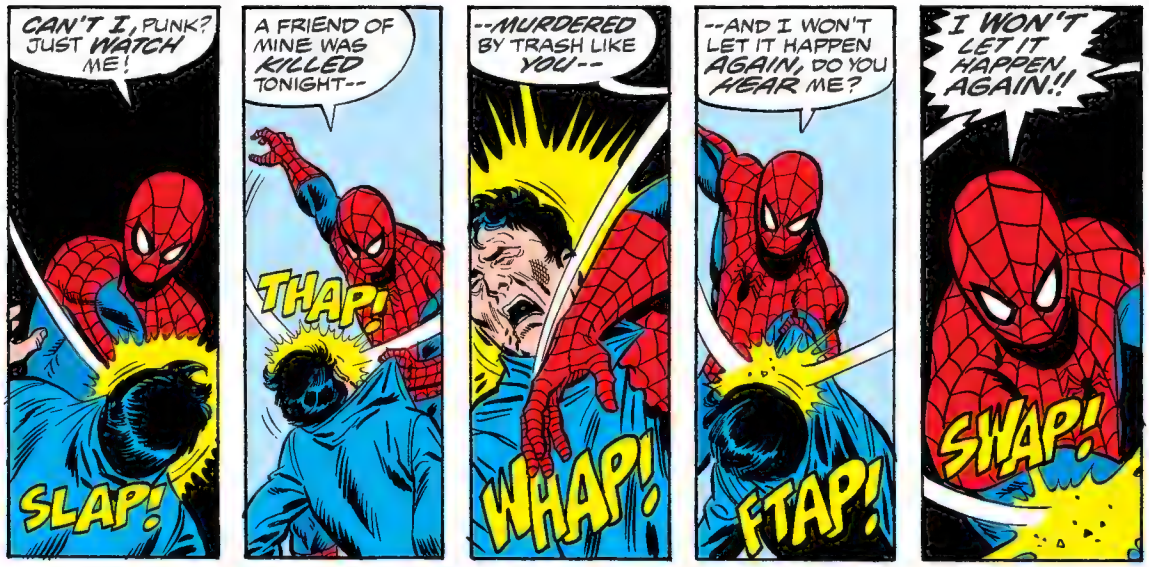
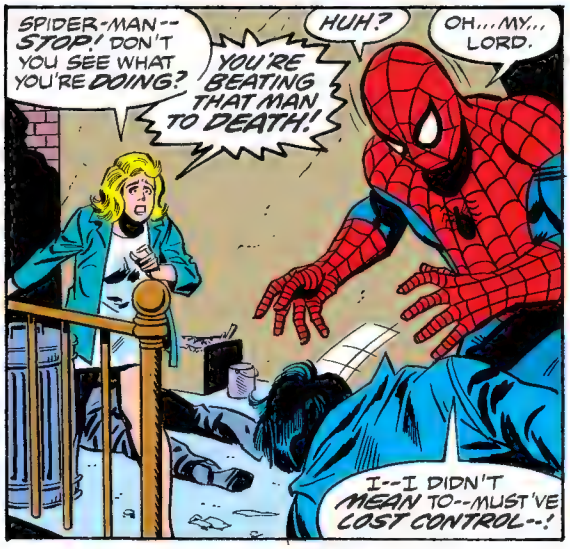
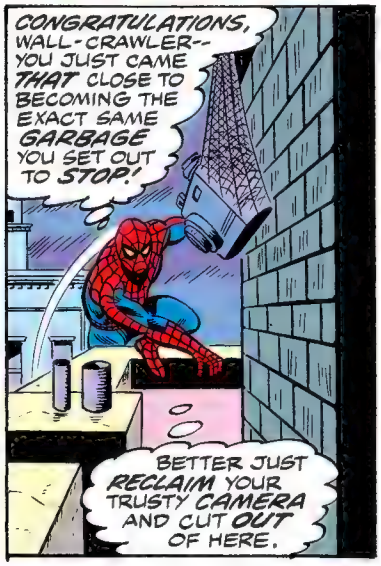
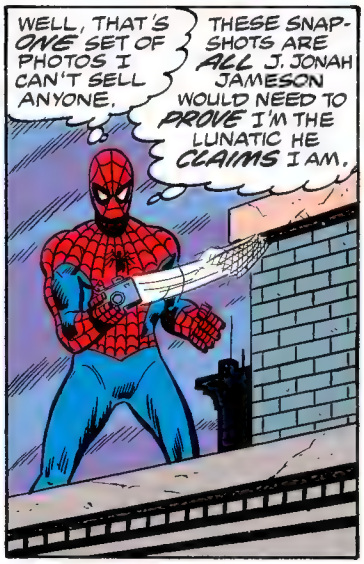
WHAT'S THE PROBLEM, GARBAGE-- DEAF?
YOUR FRIEND SAID TO LET THE LADY GO!
THWUD
OKAY, WEB-HEAD--THAT'S ENOUGH!
WOK!
WRONG, PUNK--IT'S NOT NEARLY ENOUGH!
EH? MY SPIDER-SENSE-- TINGLING--!
BETTER DUCK BEFORE...
SPAKOW!
BACK OFF, SPIDER-MAN-- I MEAN IT! YOU MOVE ON ME AND I'LL... HUH?
THWIP!
UH-UH, BOZO! WITH ME YOU ONLY GET ONE SHOT--
--AND YOU'VE HAD YOURS!
NOW GIVE ME THAT LOUSY PEA-SHOOTER--
THAK!
--BEFORE I MAKE YOU EAT IT!
STUFF IT IN YOUR EAR, WALL-CRAWLER! I'M GETTING OUTTA HERE--
--EVEN IF I HAVE TO GO RIGHT THRU YOU!
BUSTER, YOU'RE NOT GOING ANYWHERE--
--EXCEPT STRAIGHT DOWN THE EVER-LOVIN' TUBES!
NO-- PLEASE! YOU CAN'T--!


CAN'T I, PUNK? JUST WATCH ME!
SLAP!
A FRIEND OF MINE WAS KILLED TONIGHT--
THAP!
--MURDERED BY TRASH LIKE YOU--
WHAP!
--AND I WON'T LET IT HAPPEN AGAIN, DO YOU HEAR ME?
FTAP!
I WON'T LET IT HAPPEN AGAIN!!
SWAP!


SPIDER-MAN-- STOP! DON'T YOU SEE WHAT YOU'RE DOING?
HUH?
OH,,,MY,, LORD.
YOU'RE BEATING THAT MAN TO DEATH!
I--I DIDN'T MEAN TO--MUST'VE LOST CONTROL--!

THANKS FOR SNAPPING ME OUT OF IT, LADY.
THAT'S ONE I OWE YOU--
--AND SPIDER-MAN ALWAYS PAYS HIS DEBTS!
THEN JUST CONSIDER US EVEN, SPIDER-MAN--
--AND THANK YOU.

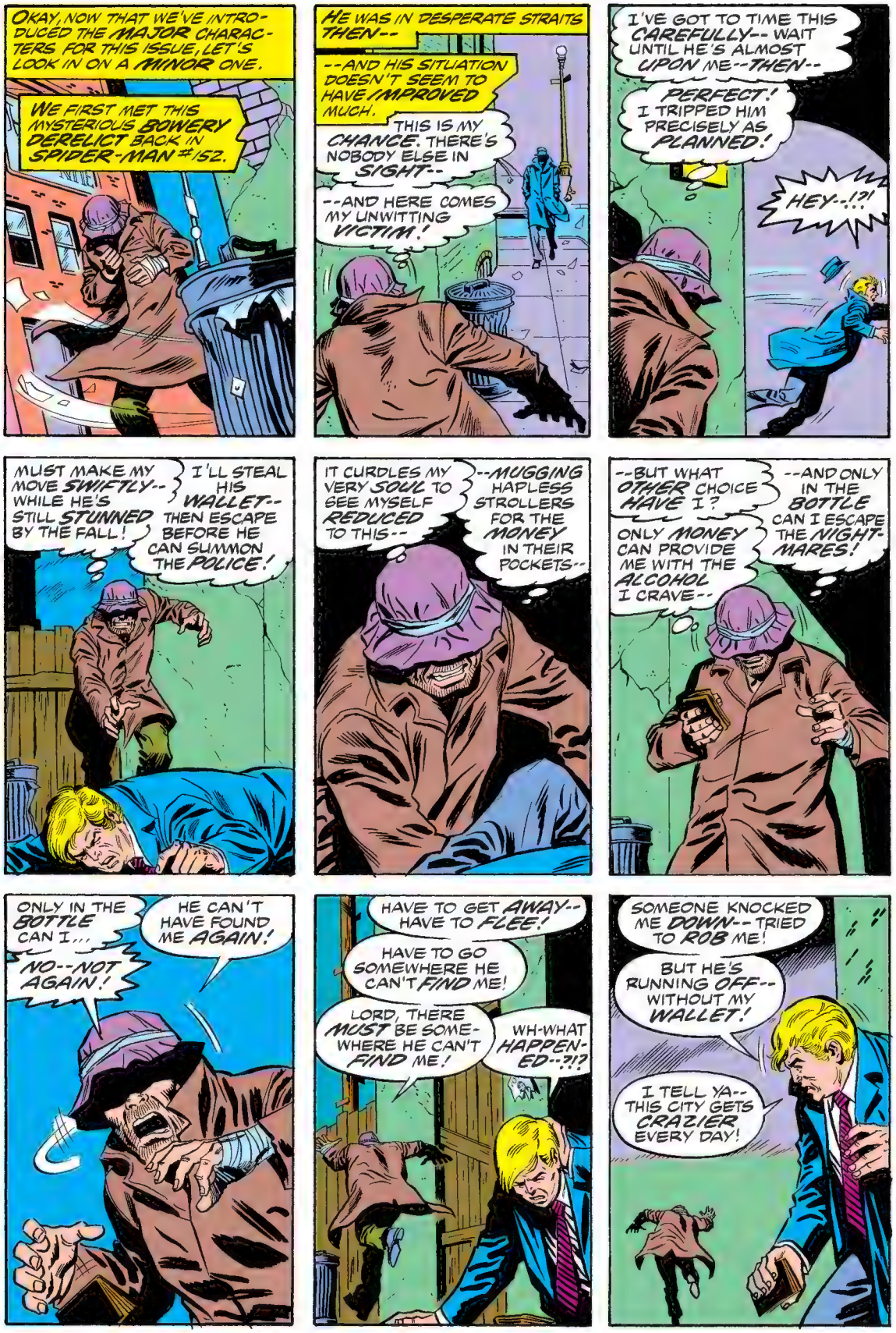

CONGRATULATIONS, WALL-CRAWLER-- YOU JUST CAME THAT CLOSE TO BECOMING THE EXACT SAME GARBAGE YOU SET OUT TO STOP!
BETTER JUST RECLAIM YOUR TRUSTY CAMERA AND CUT OUT OF HERE.


WELL, THAT'S ONE SET OF PHOTOS I CAN'T SELL ANYONE.
THESE SNAP-SHOTS ARE ALL J. JONAH JAMESON WOULD NEED TO PROVE I'M THE LUNATIC HE CLAIMS I AM.

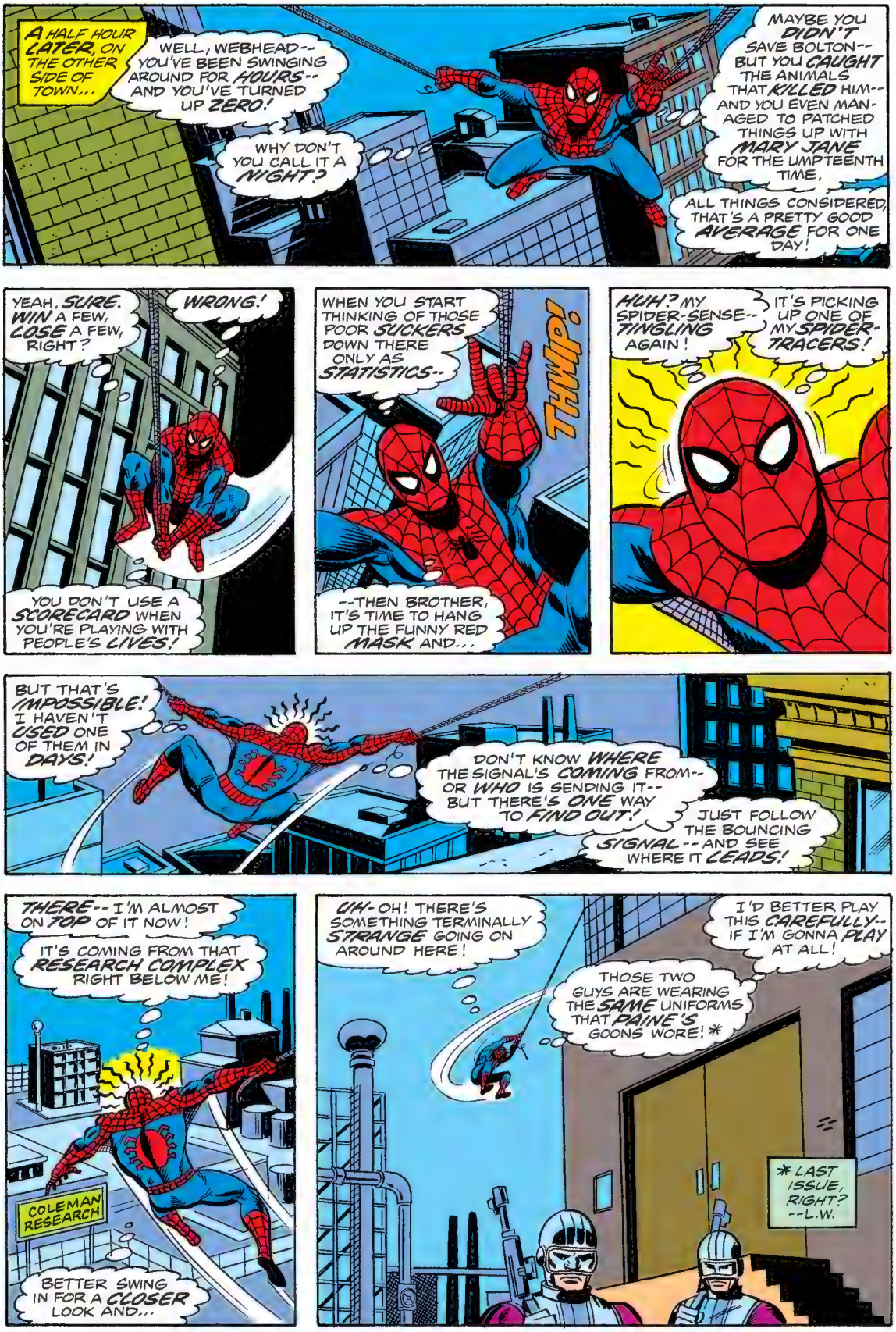
SO IT'S EITHER GO HOME AND SLEEP THIS OFF-- OR GO FIND SOMEBODY WORTH TAKING OUT MY MAD ON.
IF I HAD ANY BRAINS, I'D GO HOME.
SO I THINK I'LL GO FIND SOMEBODY TO HIT!

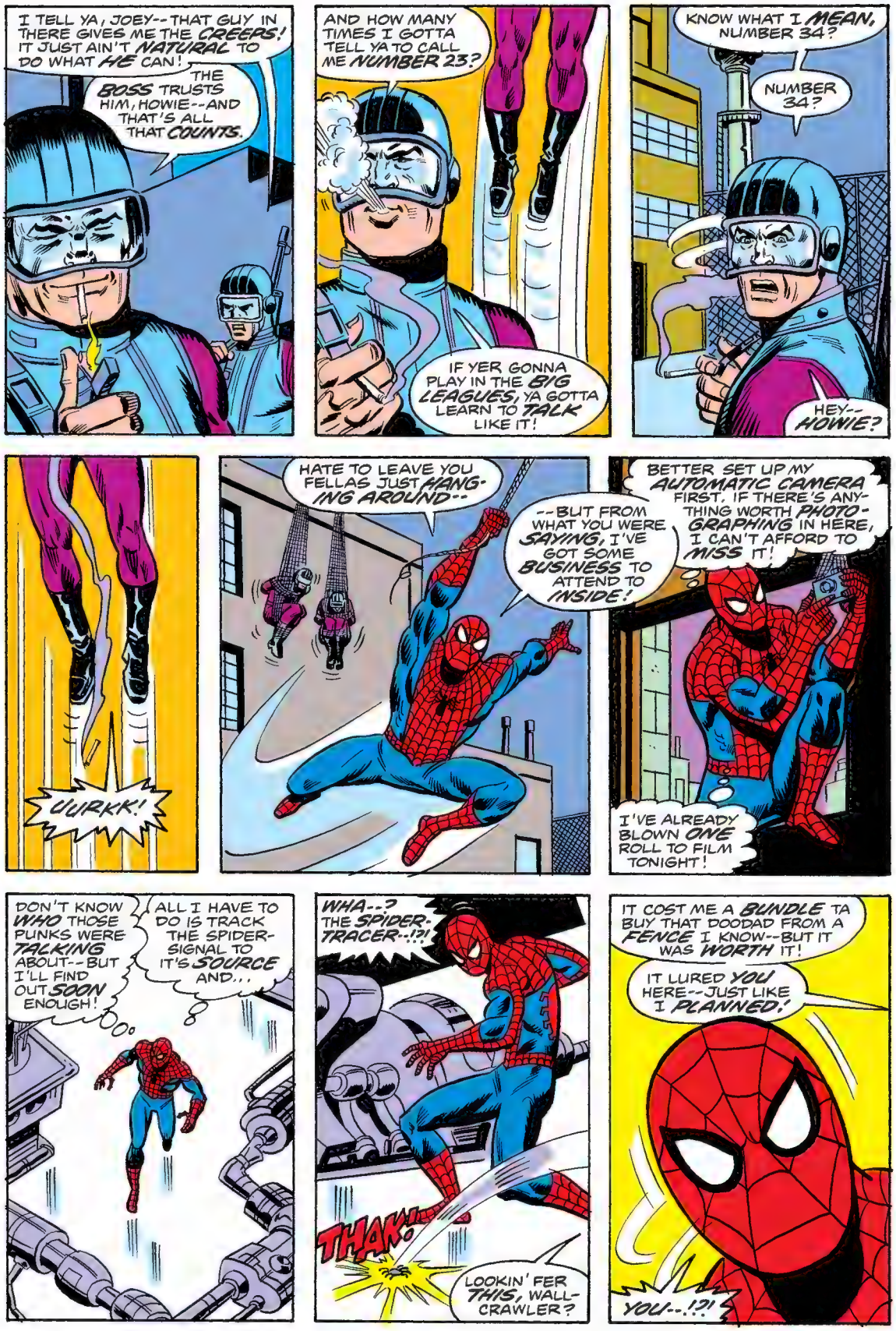
AND IF THAT'S NOT A CUE TO SWITCH SCENES, THIS ISN'T THE MAG WE THINK IT IS--
POLICE
ARMORED DIVISION
--SO WHAT SAY WE CUT ACROSS TOWN AND PICK UP ON A RATHER COMMON-LOOKING ARMORED CAR--
--CARRYING A MOST UNCOMMON CARGO!
I STILL DON'T SEE WHY THEY NEED US ALONG FOR THIS,
THERE'S NO WAY MARKO IS GONNA BREAK OUT OF THAT SPECIAL PLEXI-GLASS TUBE!
YOU KNOW THAT AND I KNOW IT--
--BUT THIS GUY'S BUSTED JAIL TOO MANY TIMES FOR THE BOYS UPSTAIRS TO TAKE ANY CHANCES!
"ALL WE HAVE TO DO IS TRANSPORT PRISONER #943572--FLINT MARKO, ALIAS WILLIAM BAKER--FROM THE CITY JAIL TO THE FEDERAL PEN--
"--AND AFTER THAT, IT'S NOT OUR PROB--
BWHOOM!
POLICE
MOVE IT, NUMBER 3Z--WHILE THAT MEAT WAGON'S STILL OUTTA COMMISSION!
WE BLOW THIS OPERATION--AND THE BOSS IS GONNA EAT US ALIVE!
SOMETHING'S GOING ON OUT THERE!
THAT SHOCK-BOMB MUST'VE BLOWN OUT THE ENGINE--!
AND THAT'S NOT ALL IT DID!
IT ALSO CRACKED THE PLEXI-GLASS TUBE! MARKO IS TRYING TO...
NOT "TRYING," BLUE-BOY--I'M DOIN' IT!
SKRAK!
I'M SMASHIN' OUT!!

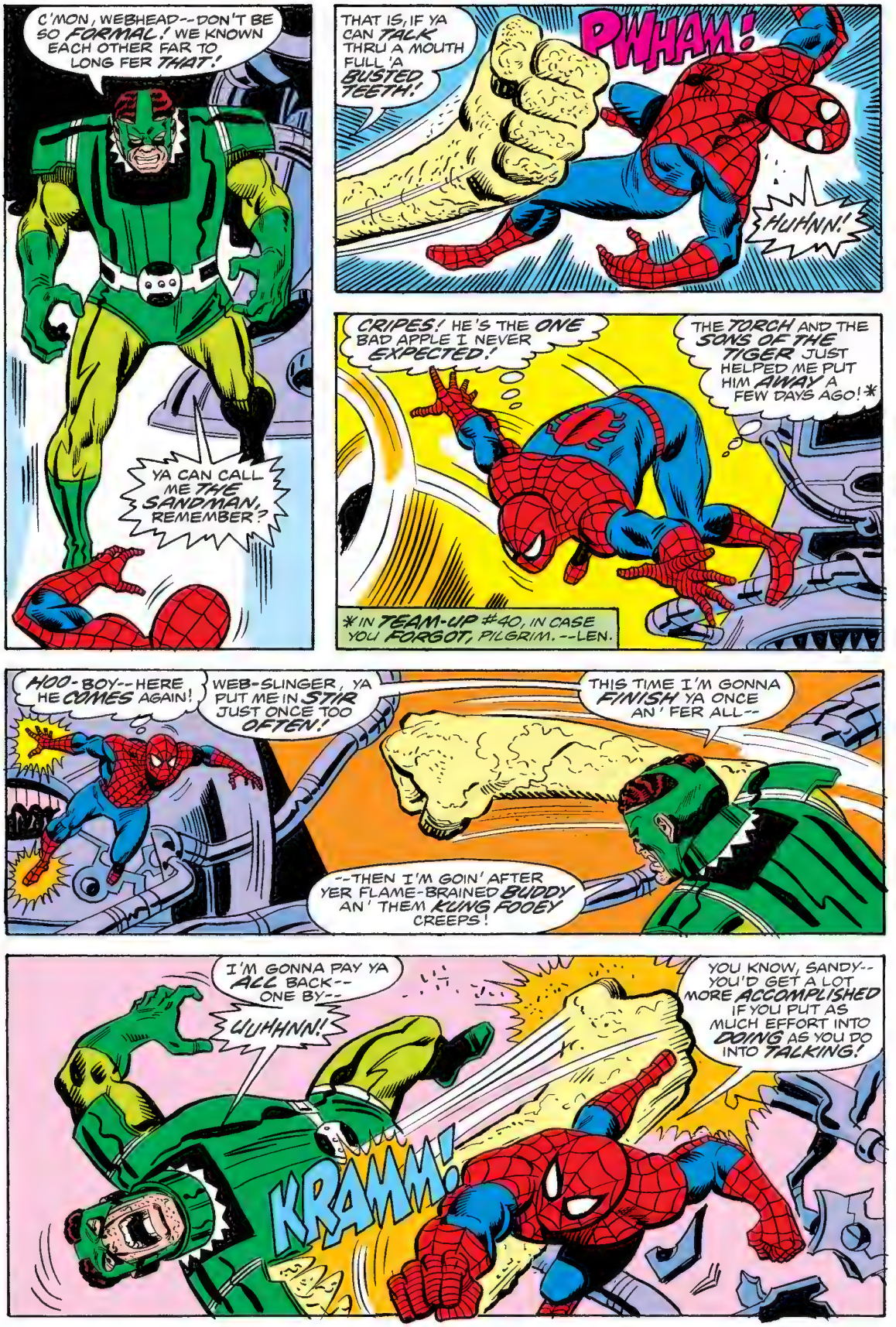
YA DIDN'T THINK THAT OVERGROWN TEST-TUBE WAS GONNA HOLD ME FER LONG, DID YA?
IF YA DID, CREEPS--YA DESERVE THIS!!
HUHNN!
SSS-DRAKK!
YARRGH!
HEY, MARKO--EVERYTHING OKAY IN THERE?
YEAH--SWELL.
GREAT. YOU JUST HANG ON A MINUTE, WE GOT US A LASER-TORCH OUT HERE.
WE'RE GONNA CUT YOU LOOSE!
DON'T BOTHER, CHUM, I DON'T NEED NO HELP.
WHA--? SOME KIND'A STUFF--POURIN' OUTTA THE AIR-VENT!
NOT STUFF, TURKEY--SAND!
DIDN'T YA KNOW WHO YOU WAS BUSTIN' OUTTA THAT CRUMMY TIN-CAN?
FER YER INFORMATION, GANG--
--MY MONIKER'S--
THE SANDMAN!!
OKAY, BUDDY--IT'S ANSWER TIME! WHY'D YOU GUYS FREE ME? AND WHO...?
SORRY, MARKO--BUT ANSWERS'LL HAVE TO WAIT! THAT'S OUR RIDE COMING.
NOW LET'S MOVE IT, FELLA. THIS STREET'LL BE CRAWLIN' WITH COPS IN A MINUTE!
I'M COMIN', PUNK--BUT I AIN'T HAPPY ABOUT IT!
LOOK, DON'T TAKE IT OUT ON US, MARKO, IF YOU HAVE QUESTIONS TO ASK--
--YOU'LL HAVE TO WAIT TILL YOU MEET--THE BOSS!


OKAY, NOW THAT WE'VE INTRODUCED THE MAJOR CHARACTERS FOR THIS ISSUE, LET'S LOOK IN ON A MINOR ONE.
WE FIRST MET THIS MYSTERIOUS BOWERY DERELICT BACK IN SPIDER-MAN #152.
HE WAS IN DESPERATE STRAITS THEN--
--AND HIS SITUATION DOESN'T SEEM TO HAVE IMPROVED MUCH.
THIS IS MY CHANCE. THERE'S NOBODY ELSE IN SIGHT--
--AND HERE COMES MY UNWITTING VICTIM!
I'VE GOT TO TIME THIS CAREFULLY-- WAIT UNTIL HE'S ALMOST UPON ME--THEN--
PERFECT! I TRIPPED HIM PRECISELY AS PLANNED!
HEY--!?!
MUST MAKE MY MOVE SWIFTLY-- WHILE HE'S STILL STUNNED BY THE FALL!
I'LL STEAL HIS WALLET-- THEN ESCAPE BEFORE HE CAN SUMMON THE POLICE!
IT CURDLES MY VERY SOUL TO SEE MYSELF REDUCED TO THIS--
--MUGGING HAPLESS STROLLERS FOR THE MONEY IN THEIR POCKETS--
--BUT WHAT OTHER CHOICE HAVE I?
ONLY MONEY CAN PROVIDE ME WITH THE ALCOHOL I CRAVE--
--AND ONLY IN THE BOTTLE CAN I ESCAPE THE NIGHTMARES!
ONLY IN THE BOTTLE CAN I...
HE CAN'T HAVE FOUND ME AGAIN!
NO--NOT AGAIN!
HAVE TO GET AWAY-- HAVE TO FLEE!
HAVE TO GO SOMEWHERE HE CAN'T FIND ME!
LORD, THERE MUST BE SOMEWHERE HE CAN'T FIND ME!
WH-WHAT HAPPENED--?!?
SOMEONE KNOCKED ME DOWN-- TRIED TO ROB ME!
BUT HE'S RUNNING OFF-- WITHOUT MY WALLET!
I TELL YA-- THIS CITY GETS CRAZIER EVERY DAY!

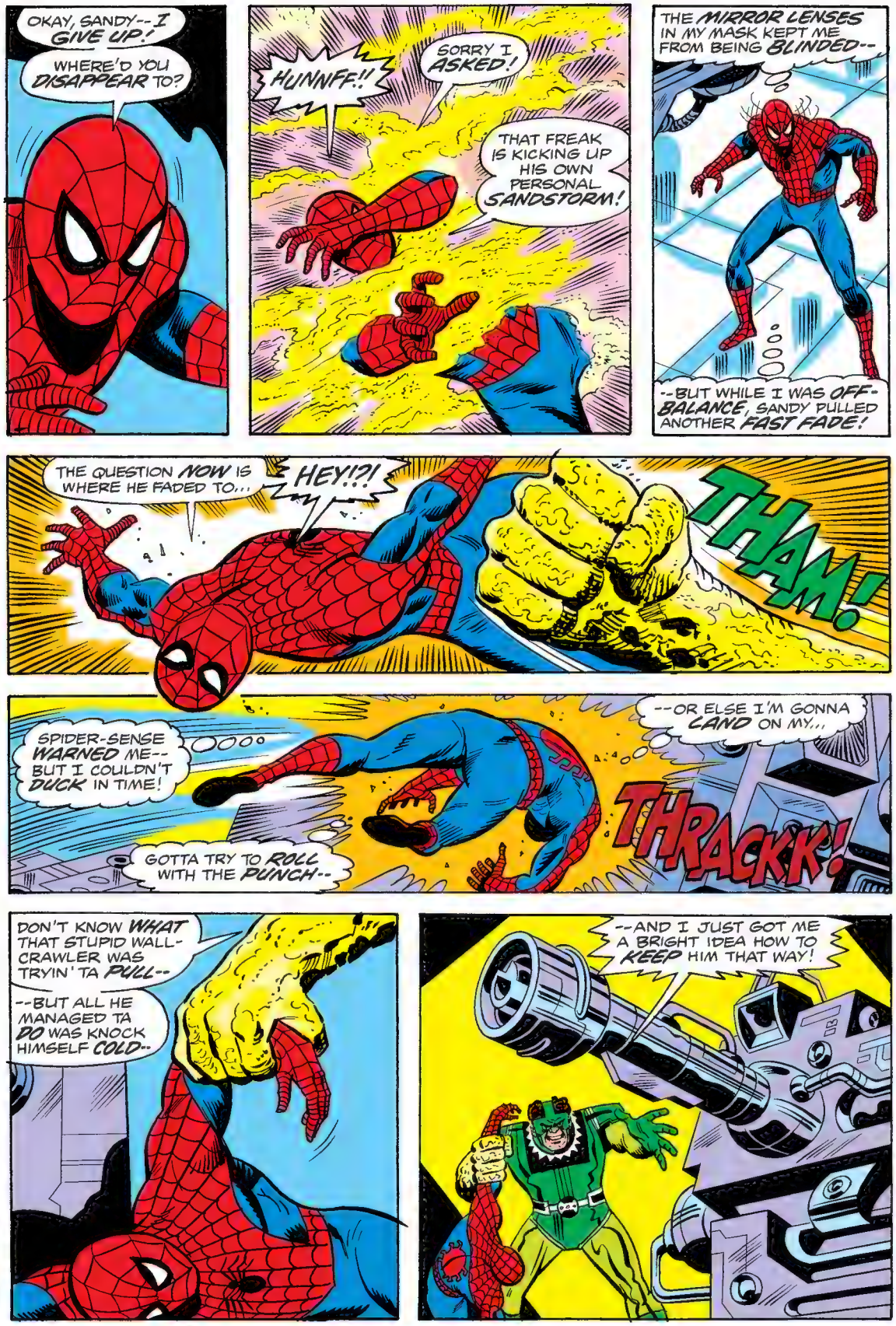
AND, HAVING WHETTED YOUR CURIOSITY REGARDING OUR THREADBARE FUGITIVE AND HIS MYSTERIOUS PURSUER, LET'S SHIFT ONCE AGAIN--
--TO A LOCATION SO SECRET EVEN WE DON'T KNOW WHERE IT IS.
MAN, I AIN'T WORN THESE THREADS IN A WHILE. *
WHERE'D YA GET 'EM?
* SINCE MARVEL TEAM-UP #2, TO BE PRECISE. --LEN.
THAT SHOULD NOT CONCERN YOU, SANDMAN. ALL THAT MATTERS IS THAT THEY'LL BE REQUIRED--
--TO ACCOMPLISH THE LITTLE TASK I HAVE PLANNED FOR YOU!
HEY, I DON'T REMEMBER VOLUNTEERIN' FER NOTHIN'!
PERHAPS NOT, SANDMAN--BUT SHOULD YOU BE SO UNWISE AS TO REFUSE ME--
--YOU WILL FORCE ME TO ELIMINATE YOU--INSTANTLY!
HUH? LASER-RIFLES--POPPIN' RIGHT OUTTA THE WALL--!
OKAY, BIGSHOT--I'LL DO YER LITTLE JOB FER YA.
GUESS I OWE YA THAT MUCH FER SPRINGIN' ME.
BUT AFTER THIS, WE'RE EVEN! GOT ME?
AGREED! NOW LISTEN CLOSELY, SANDMAN--I DISLIKE HAVING TO REPEAT MYSELF.
I REQUIRE A PARTICULAR MECHANISM STORED AT A CERTAIN RESEARCH FACILITY ACROSS TOWN.
IT IS YOUR JOB TO BRING ME THAT MECHANISM--BY WHATEVER MEANS NECESSARY!
THAT'S ALL, HUH?
OKAY, BIGSHOT--YA GOT YERSELF A MESSENGER BOY! I'LL BRING YA YER GIZMO--
--AN' MAYBE BAG MYSELF A LITTLE BONUS TOO!
I GOT ME A SCORE TA SETTLE WITH THE CREEPS THAT NABBED ME--AND NOW'S AS GOOD A TIME AS ANY TA START!

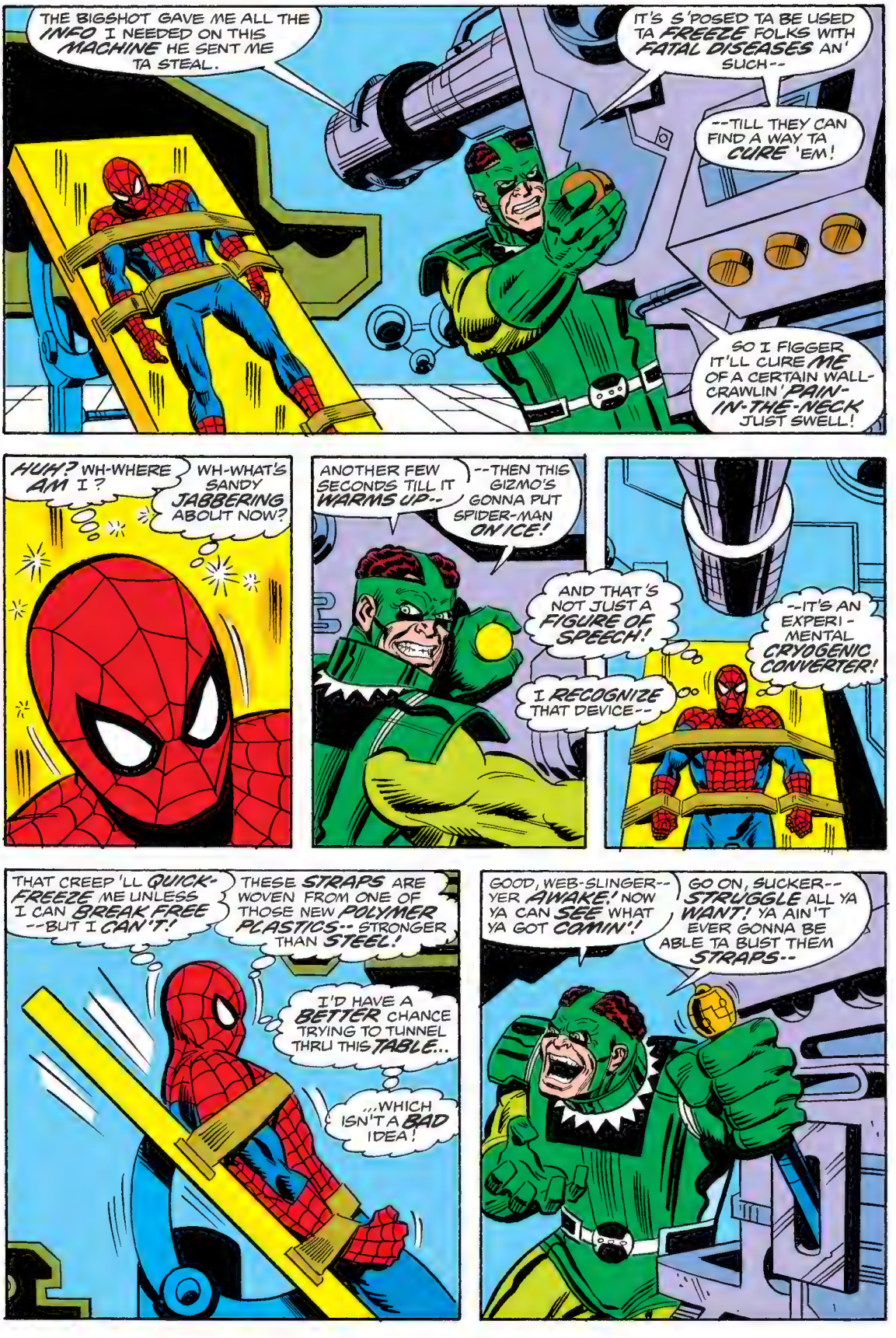

A HALF HOUR LATER, ON THE OTHER SIDE OF TOWN...
WELL, WEBHEAD--YOU'VE BEEN SWINGING AROUND FOR HOURS--AND YOU'VE TURNED UP ZERO!
WHY DON'T YOU CALL IT A NIGHT?
MAYBE YOU DIDN'T SAVE BOLTON--BUT YOU CAUGHT THE ANIMALS THAT KILLED HIM--AND YOU EVEN MANAGED TO PATCHED THINGS UP WITH MARY JANE FOR THE UMPTEENTH TIME.
ALL THINGS CONSIDERED, THAT'S A PRETTY GOOD AVERAGE FOR ONE DAY!
YEAH. SURE. WIN A FEW, LOSE A FEW, RIGHT?
WRONG!
YOU DON'T USE A SCORECARD WHEN YOU'RE PLAYING WITH PEOPLE'S LIVES!
WHEN YOU START THINKING OF THOSE POOR SUCKERS DOWN THERE ONLY AS STATISTICS--
THWIP!
--THEN BROTHER, IT'S TIME TO HANG UP THE FUNNY RED MASK AND...
HUH? MY SPIDER-SENSE--TINGLING AGAIN!
IT'S PICKING UP ONE OF MY SPIDER-TRACERS!
BUT THAT'S IMPOSSIBLE! I HAVEN'T USED ONE OF THEM IN DAYS!
DON'T KNOW WHERE THE SIGNAL'S COMING FROM--OR WHO IS SENDING IT--BUT THERE'S ONE WAY TO FIND OUT!
JUST FOLLOW THE BOUNCING SIGNAL--AND SEE WHERE IT LEADS!
THERE--I'M ALMOST ON TOP OF IT NOW!
IT'S COMING FROM THAT RESEARCH COMPLEX RIGHT BELOW ME!
COLEMAN RESEARCH
BETTER SWING IN FOR A CLOSER LOOK AND...
UH-OH! THERE'S SOMETHING TERMINALLY STRANGE GOING ON AROUND HERE!
I'D BETTER PLAY THIS CAREFULLY--IF I'M GONNA PLAY AT ALL!
THOSE TWO GUYS ARE WEARING THE SAME UNIFORMS THAT PAINE'S GOONS WORE! *
* LAST ISSUE, RIGHT? --L.W.


I TELL YA, JOEY--THAT GUY IN THERE GIVES ME THE CREEPS! IT JUST AIN'T NATURAL TO DO WHAT HE CAN!
THE BOSS TRUSTS HIM, HOWIE--AND THAT'S ALL THAT COUNTS.
AND HOW MANY TIMES I GOTTA TELL YA TO CALL ME NUMBER 23?
IF YER GONNA PLAY IN THE BIG LEAGUES, YA GOTTA LEARN TO TALK LIKE IT!
KNOW WHAT I MEAN, NUMBER 34?
NUMBER 34?
HEY--HOWIE?
URKK!
HATE TO LEAVE YOU FELLAS JUST HANG-ING AROUND--
--BUT FROM WHAT YOU WERE SAYING, I'VE GOT SOME BUSINESS TO ATTEND TO INSIDE!
BETTER SET UP MY AUTOMATIC CAMERA FIRST. IF THERE'S ANY-THING WORTH PHOTO-GRAPHING IN HERE, I CAN'T AFFORD TO MISS IT!
I'VE ALREADY BLOWN ONE ROLL TO FILM TONIGHT!
DON'T KNOW WHO THOSE PUNKS WERE TALKING ABOUT--BUT I'LL FIND OUT SOON ENOUGH!
ALL I HAVE TO DO IS TRACK THE SPIDER-SIGNAL TO IT'S SOURCE AND...
WHA--? THE SPIDER-TRACER--!?!
THAK!
LOOKIN' FER THIS, WALL-CRAWLER?
IT COST ME A BUNDLE TA BUY THAT DOODAD FROM A FENCE I KNOW--BUT IT WAS WORTH IT!
IT LURED YOU HERE--JUST LIKE I PLANNED!
YOU--!?!

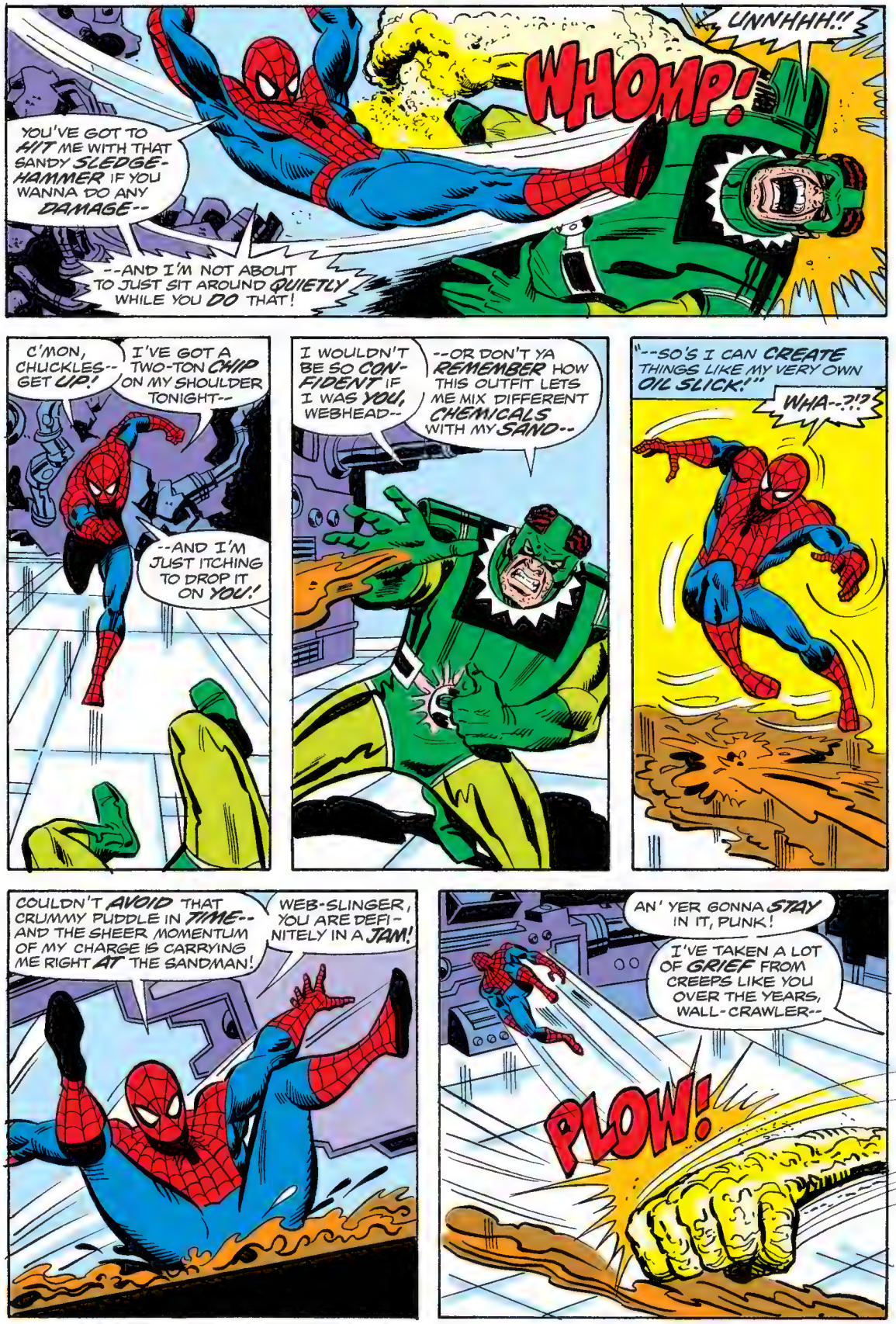

C'MON, WEBHEAD--DON'T BE SO FORMAL! WE KNOWN EACH OTHER FAR TO LONG FER THAT!
YA CAN CALL ME THE SANDMAN, REMEMBER?
THAT IS, IF YA CAN TALK THRU A MOUTH FULL 'A BUSTED TEETH!
PWHAM!
HUHNN!
CRIPES! HE'S THE ONE BAD APPLE I NEVER EXPECTED!
THE TORCH AND THE SONS OF THE TIGER JUST HELPED ME PUT HIM AWAY A FEW DAYS AGO! *
* IN TEAM-UP #40, IN CASE YOU FORGOT, PILGRIM. --LEN.
HOO-BOY--HERE HE COMES AGAIN!
WEB-SLINGER, YA PUT ME IN STIR JUST ONCE TOO OFTEN!
THIS TIME I'M GONNA FINISH YA ONCE AN' FER ALL--
--THEN I'M GOIN' AFTER YER FLAME-BRAINED BUDDY AN' THEM KUNG FOOEY CREEPS!
I'M GONNA PAY YA ALL BACK-- ONE BY--
UUHHNN!
KRAMM!
YOU KNOW, SANDY-- YOU'D GET A LOT MORE ACCOMPLISHED IF YOU PUT AS MUCH EFFORT INTO DOING AS YOU DO INTO TALKING!

ALWAYS A WISE-MOUTH, AIN'T-CHA?
WHEN I GET UP, INSECT--I'M GONNA SHUT THAT MOUTH--
--PERMANENTLY!
IT'S NOT WHEN YOU GET UP, SANDY--
--IT'S IF!
THWIP!
THWIP!
HEY-- MY EYES!
BLASTED WEBBIN'S BLINDIN' ME--!!
SPAK!
YOU'RE PROBABLY BETTER OFF, GRIT-GRIN!
IF YOU COULD SEE WHAT I'M DOING, I GUARANTEE YOU WOULDN'T LIKE IT!
"THERE! YOU'RE NOT EXACTLY THE NEATEST PIECE OF SCULPTURE IN THE WORLD--
"--BUT YOU MAKE FOR ONE FABULOUS STILL-LIFE!"
NOW YOU JUST STAY THERE, SANDY --WHILE I GO CALL THE COPS--
--OR I SWEAR NEXT TIME I'LL PLANT YOU!
"I'M STILL LOOKING FOR SOME EXCUSE TO... HUH?
"MY WEB IS SAGGING--
"--COLLAPSING IN ON ITSELF LIKE--
"--LIKE SANDMAN WAS--
"--GONE!"

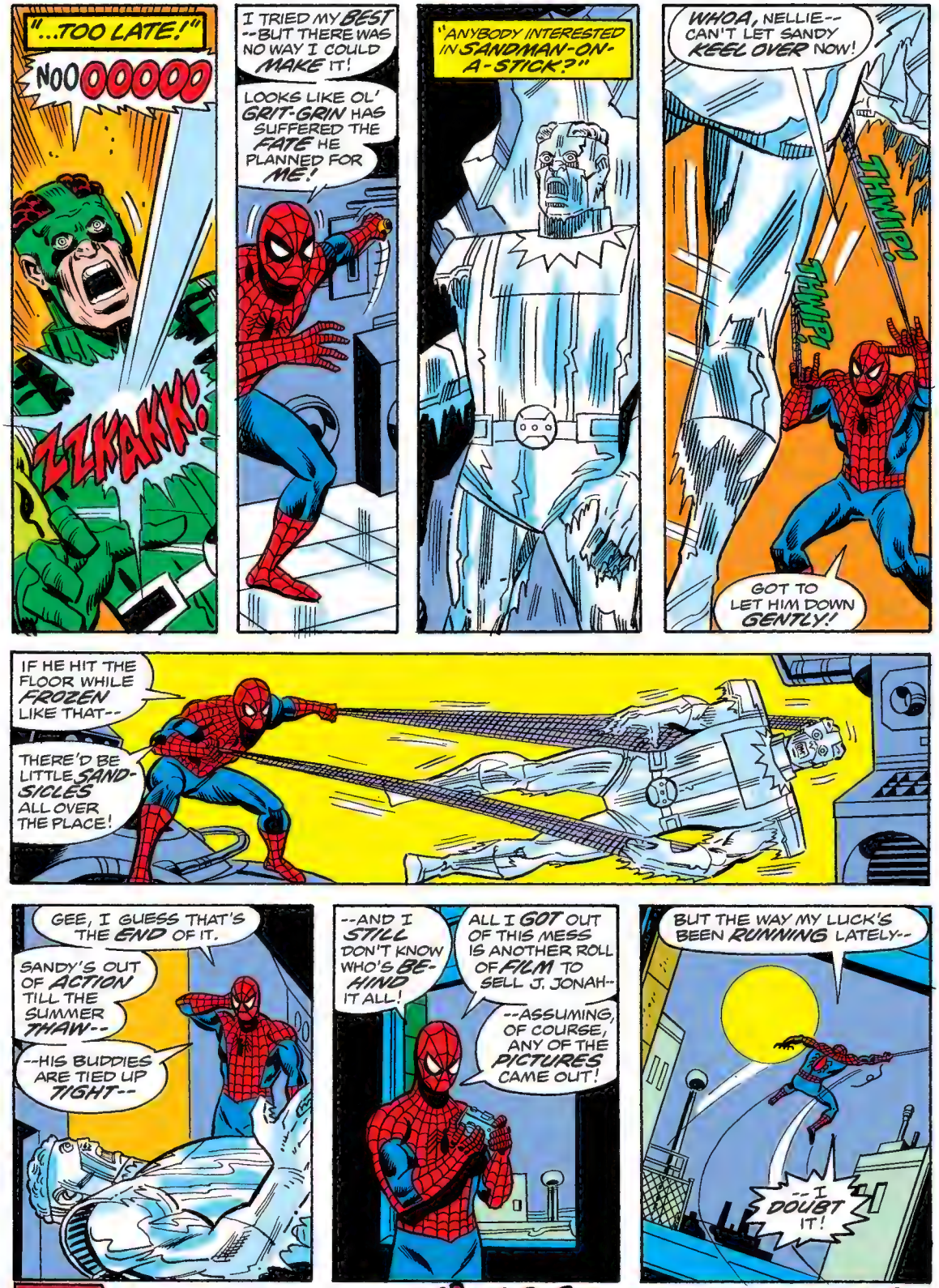

OKAY, SANDY--I GIVE UP!
WHERE'D YOU DISAPPEAR TO?
HUNNFF!!
SORRY I ASKED!
THAT FREAK IS KICKING UP HIS OWN PERSONAL SANDSTORM!
THE MIRROR LENSES IN MY MASK KEPT ME FROM BEING BLINDED--
--BUT WHILE I WAS OFF-BALANCE, SANDY PULLED ANOTHER FAST FADE!
THE QUESTION NOW IS WHERE HE FADED TO...
HEY!?!
THAM!
SPIDER-SENSE WARNED ME--BUT I COULDN'T DUCK IN TIME!
--OR ELSE I'M GONNA CAND ON MY...
GOTTA TRY TO ROLL WITH THE PUNCH--
THRACKK!
DON'T KNOW WHAT THAT STUPID WALL-CRAWLER WAS TRYIN' TA PULL--
--BUT ALL HE MANAGED TA DO WAS KNOCK HIMSELF COLD--
--AND I JUST GOT ME A BRIGHT IDEA HOW TO KEEP HIM THAT WAY!


THE BIGSHOT GAVE ME ALL THE INFO I NEEDED ON THIS MACHINE HE SENT ME TA STEAL.
IT'S S'POSED TA BE USED TA FREEZE FOLKS WITH FATAL DISEASES AN' SUCH--
--TILL THEY CAN FIND A WAY TA CURE 'EM!
SO I FIGGER IT'LL CURE ME OF A CERTAIN WALL-CRAWLIN' PAIN-IN-THE-NECK JUST SWELL!
HUH? WH-WHERE AM I?
WH-WHAT'S SANDY JABBERING ABOUT NOW?
ANOTHER FEW SECONDS TILL IT WARMS UP--
--THEN THIS GIZMO'S GONNA PUT SPIDER-MAN ON ICE!
AND THAT'S NOT JUST A FIGURE OF SPEECH!
I RECOGNIZE THAT DEVICE--
--IT'S AN EXPERI-MENTAL CRYOGENIC CONVERTER!
THAT CREEP 'LL QUICK-FREEZE ME UNLESS I CAN BREAK FREE --BUT I CAN'T!
THESE STRAPS ARE WOVEN FROM ONE OF THOSE NEW POLYMER PLASTICS-- STRONGER THAN STEEL!
I'D HAVE A BETTER CHANCE TRYING TO TUNNEL THRU THIS TABLE...
...WHICH ISN'T A BAD IDEA!
GOOD, WEB-SLINGER-- YER AWAKE! NOW YA CAN SEE WHAT YA GOT COMIN'!
GO ON, SUCKER-- STRUGGLE ALL YA WANT! YA AIN'T EVER GONNA BE ABLE TA BUST THEM STRAPS--

--BEFORE I CAN DO--
--THIS!
WHAM!
FOR AN INSTANT, THE CRYOGENIC CONVERTER MERELY HUMS--THEN A BOLT OF CHILLING ENERGY LANCES SAVAGELY ACROSS THE CHAMBER--
ZZAAKK!
--ABOUT A MILLI-SECOND TOO CATE!
WELL, WEBHEAD--LOOKS LIKE YOU'VE TURNED THE PROVERBIAL TABLES ONCE AGAIN!
BUT IF I HADN'T MANAGED TO SHAKE LOOSE THE SWIVEL-PIVOT THIS PLATFORM IS SET ON--
FRASHH!
--I'D BE BASKIN-ROBBINS' FLAVOR OF THE MONTH RIGHT NOW!
NO! YA CAN'T DO THIS TO ME!
I WON'T BE CHEATED OUTTA MY REVENGE!
FRANKLY, SANDY--YOU DON'T EXACTLY HAVE MUCH CHOICE!
SKRAKK!
YOUR LITTLE POPSICLE-MAKER FROZE THIS TABLE SO SOLID, IT'S BECOME BRITTLE--
--MAKING IT EASY AS ESKIMO PIE TO--BREAK FREE!
YEAH? WELL, MAYBE YA SHOULD'A JUST LET YERSELF GET FROZEN, WALL-CRAWLER!
IT WOULD'A BEEN DOWNRIGHT PLEASANT--
ONLY ONE PROBLEM, FELLA--
THOOM
--COMPARED TA WHAT I'M GONNA DO TA YA NOW!


UNNHHH!!
WHOMP!
YOU'VE GOT TO HIT ME WITH THAT SANDY SLEDGE-HAMMER IF YOU WANNA DO ANY DAMAGE--
--AND I'M NOT ABOUT TO JUST SIT AROUND QUIETLY WHILE YOU DO THAT!
C'MON, CHUCKLES-- GET UP!
I'VE GOT A TWO-TON CHIP ON MY SHOULDER TONIGHT--
--AND I'M JUST ITCHING TO DROP IT ON YOU!
I WOULDN'T BE SO CON-FIDENT IF I WAS YOU, WEBHEAD--
--OR DON'T YA REMEMBER HOW THIS OUTFIT LETS ME MIX DIFFERENT CHEMICALS WITH MY SAND--
"--SO'S I CAN CREATE THINGS LIKE MY VERY OWN OIL SLICK!"
WHA--?!?
COULDN'T AVOID THAT CRUMMY PUDDLE IN TIME-- AND THE SHEER MOMENTUM OF MY CHARGE IS CARRYING ME RIGHT AT THE SANDMAN!
WEB-SLINGER, YOU ARE DEFI-NITELY IN A JAM!
AN' YER GONNA STAY IN IT, PUNK!
I'VE TAKEN A LOT OF GRIEF FROM CREEPS LIKE YOU OVER THE YEARS, WALL-CRAWLER--
PLOW!

"--BUT I'M NOT TAKIN' ANY MORE!"
SKRUNCH!
THIS TIME I'M GONNA SQUASH YA, WEBHEAD--
LIKE THE INSECT YA REALLY ARE!
SANDY, YOU'VE GOT A WAY WITH WORDS THAT IS POSITIVELY UNPLEASANT!
NOW BACK OFF, BUSTER--BEFORE I BREAK YOU!
KR-OOM!
THWAMM!
AND AS THE SANDMAN HURTLES BACK FROM THE FORCE OF SPIDEY'S BLOW...
HUH? I'M SLIPPIN' ON MY OWN BLASTED OIL SLICK!
LET'S HEAR IT FOR LIFE'S LITTLE IRONIES!
OH, AND ONE OTHER THING...
NO! I FERGOT TA TURN OFF THAT FREAKIN' FREEZE-RAY!
I'M SLIDIN' RIGHT FOR IT--AN' THERE'S NO WAY I CAN STOP!
IF THAT RAY HITS SANDY, HE'S HAD IT!
GOT TO SHUT THE CONVERTER OFF BEFORE IT'S...


"...TOO LATE!"
NOOOOOOO
ZZKAKK!
I TRIED MY BEST --BUT THERE WAS NO WAY I COULD MAKE IT!
LOOKS LIKE OL' GRIT-GRIN HAS SUFFERED THE FATE HE PLANNED FOR ME!
"ANYBODY INTERESTED IN SANDMAN-ON-A-STICK?"
WHOA, NELLIE-- CAN'T LET SANDY KEEL OVER NOW!
THWIP!
THWIP!
GOT TO LET HIM DOWN GENTLY!
IF HE HIT THE FLOOR WHILE FROZEN LIKE THAT--
THERE'D BE LITTLE SAND-SICLES ALL OVER THE PLACE!
GEE, I GUESS THAT'S THE END OF IT.
SANDY'S OUT OF ACTION TILL THE SUMMER THAW--
--HIS BUDDIES ARE TIED UP TIGHT--
--AND I STILL DON'T KNOW WHO'S BEHIND IT ALL!
ALL I GOT OUT OF THIS MESS IS ANOTHER ROLL OF FILM TO SELL J. JONAH--
--ASSUMING, OF COURSE, ANY OF THE PICTURES CAME OUT!
BUT THE WAY MY LUCK'S BEEN RUNNING LATELY--
--I DOUBT IT!
NEXT ISSUE:
MOVE OVER, COLUMBO! WATCH OUT, ELLERY QUEEN! THERE'S A BRAND-NEW MASTER DETECTIVE ON THE SCENE--AND HE'S AFTER THE MOST IN-CREDIBLE KILLER OF ALL! BE HERE FOR...
"WHODUNIT!"

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WHO IS THE MOST INCREDIBLE KILLER OF ALL ?
FOLLOW SPIDER-MAN THRU A WEB OF DECEPTION AND DEATH--AS HE STRUGGLES TO DISCOVER...
WHODUNIT!

While attending a demonstration in radiology, high-school student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the spider's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

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OKAY, MARVELITE--HERE'S YOUR CHANCE TO PLAY MASTER DETECTIVE! MATCH WITS WITH EVERYBODY'S FAVORITE WEB-SLINGER AS HE PURSUES AN INCREDIBLE KILLER IN A DEADLY GAME OF...
WHO?DUNIT!
IT BEGINS AT POLICE HEADQUARTERS ON A FRIDAY AT 9:15 A.M.
COMING, MR. J.
COME ON, PARKER--SNAP IT UP! FOR THE KIND OF MONEY I PAY YOU TO TAKE PICTURES, YOU CAN AT LEAST BE PROMPT!
DISTRICT ATTORNEY TOWER ISN'T GOING TO WAIT THIS BLASTED PRESS CONFERENCE FOREVER!
FOR THE MONEY HE PAYS ME? WHAT MONEY?
IF IT COST A DOLLAR TO GO AROUND THE WORLD, I COULDN'T GET ACROSS THE STREET!
N.Y.P.D. HEAD-QUARTERS
PETER MY LAD, IF YOU HAD ANY IDEA WHAT YOU'RE ABOUT TO GET YOURSELF INTO--
--YOU'D GO HOME AND PULL THE BED-COVERS OVER YOUR HEAD!
JV231

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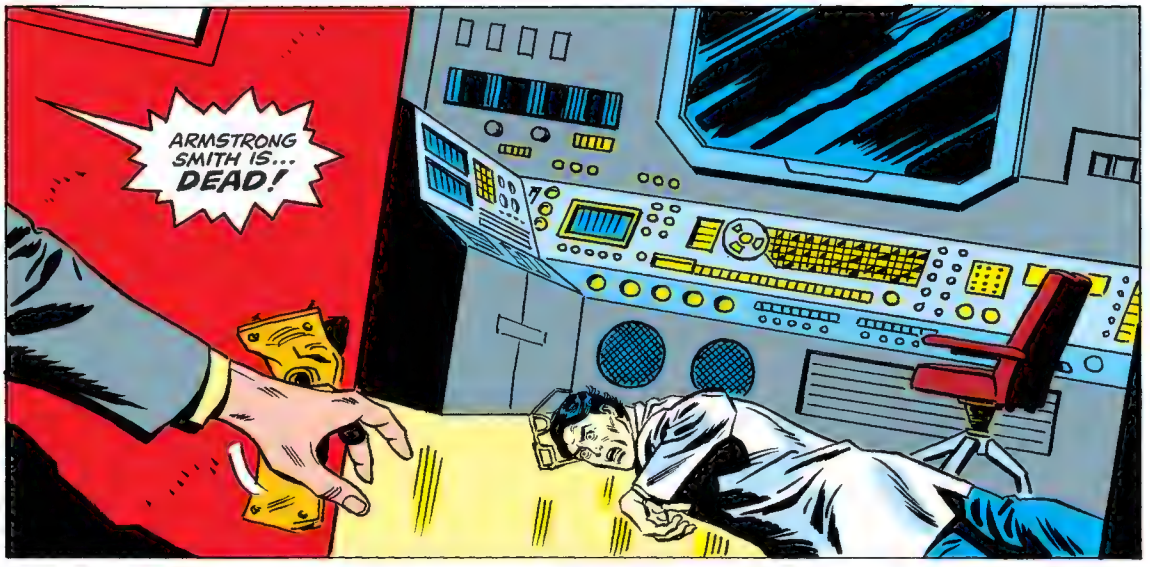
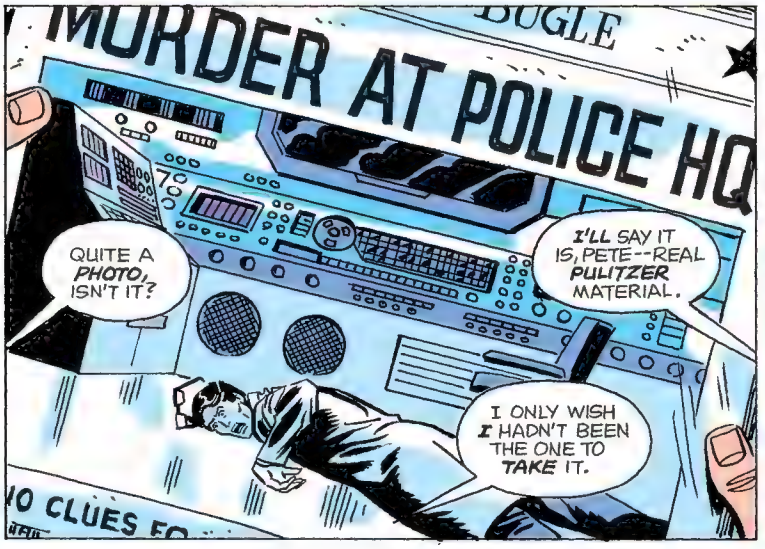
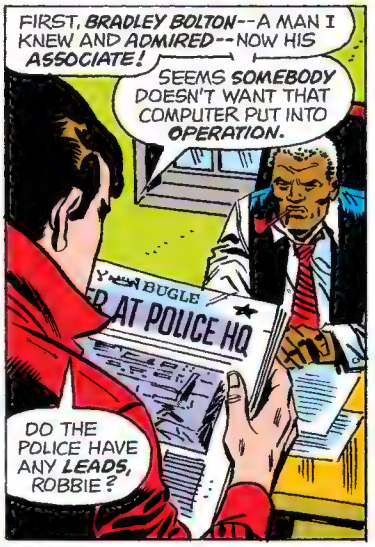
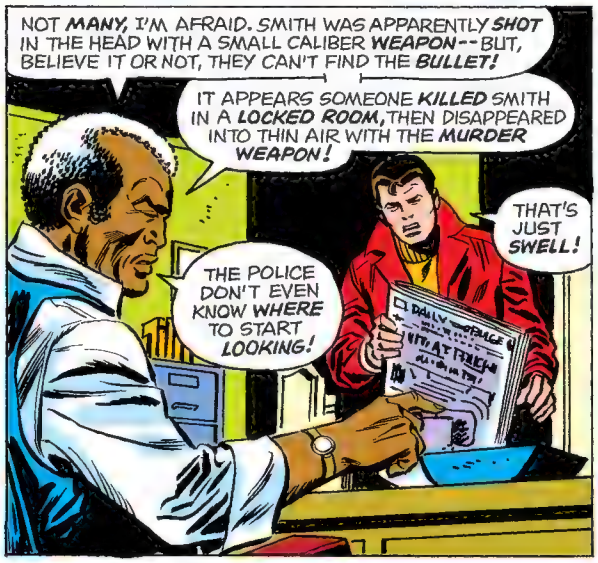
NOW THAT WE'RE ASSEMBLED, I'M CERTAIN YOU ALL KNOW WHY I CALLED YOU HERE TODAY--!
WELL, I FOR ONE HAVEN'T GOT TIME TO PLAY GUESSING GAMES, TOWER.
LET'S JUST GET THIS OVER WITH! I'VE GOT A PUBLISHING EMPIRE TO RUN, YOU KNOW!
AH, MR. JAMESON, I PRESUME. FRANKLIN NELSON TOLD ME A GREAT DEAL ABOUT YOU. GLAD YOU COULD JOIN US.
I BELIEVE YOU'LL FIND WHAT I'M ABOUT TO SHOW YOU MOST INTRIGUING.
I NOTICED YOUR PAPER COVERED THE DEATH OF DR. BRADLEY BOLTON A FEW DAYS AGO, MR. JAMESON--
--SO YOU KNOW, OF COURSE, THAT BOLTON WAS WORKING WITH OUR OWN DR. ARMSTRONG SMITH TO CONSTRUCT A SPECIALIZED COMPUTER!*
*AND SO DO YOU--IF YOU READ SPIDEY #153--LEN.
IT'S A MECHANISM DESIGNED TO CATALOG ALL WORLDWIDE HABITUAL OFFENDERS--AND, NOW THAT IT'S COMPLETED, IT WILL BE OF INESTIMABLE HELP IN DETERING CRIME IN OUR STREETS!
BUT DR. SMITH CAN EXPLAIN ITS WORKINGS FAR BETTER THAN I, WHICH IS WHY WE'VE COME HERE TO...
AUTHORIZED PERSONNEL ONLY
THAT'S ODD. IT'S LOCKED.
DR. SMITH? DR. SMITH, ARE YOU IN THERE?
NOK!
NOK!
THERE'S NO ANSWER--BUT SMITH WAS EXPECTING US!
SOMETHING MUST HAVE HAPPENED IN THERE!
OFFICER GILLIS--WILL YOU OPEN THAT DOOR PLEASE!
ANYTHING YOU SAY, SIR!
BETTER GET MY CAMERA READY, JUST IN CASE--!
YOU JUST STAND BACK, WHILE I...
BLAM!
BLAM!
THANK YOU, OFFICER. NOW LET'S SEE WHAT...
OH...MY...LORD...
GREAT GADFREY!
KLIK!

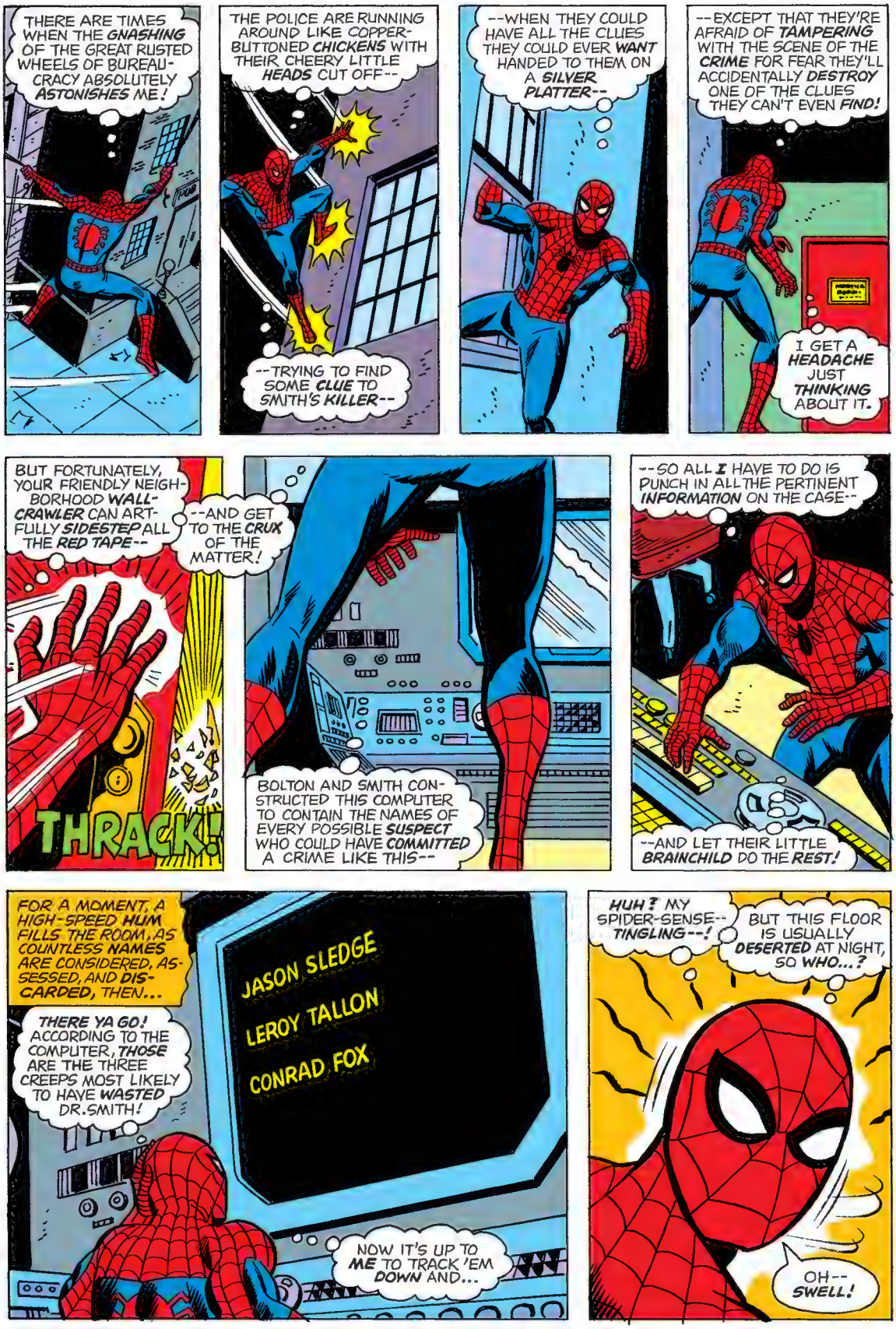

ARMSTRONG SMITH IS... DEAD!

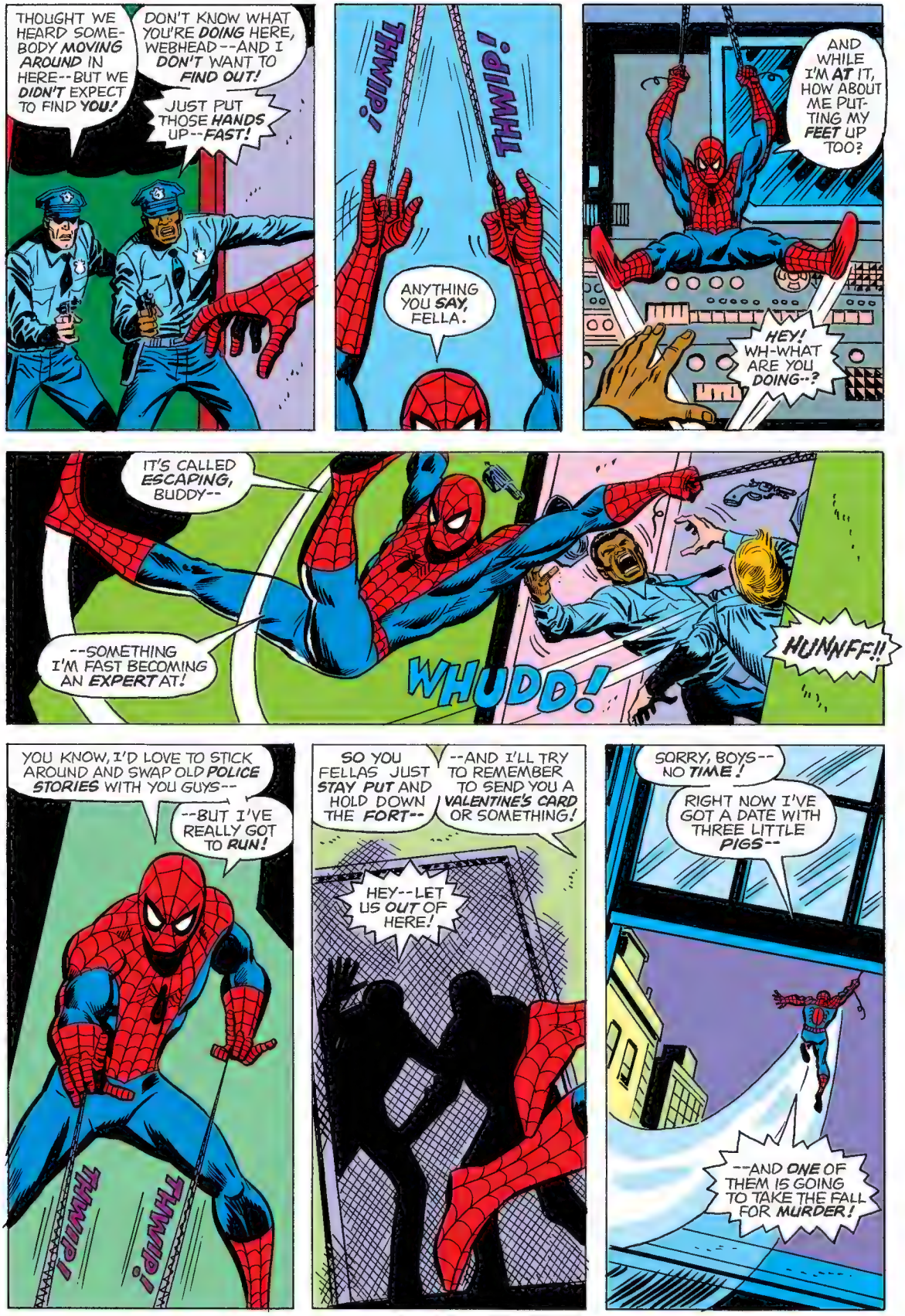

BUGLE
MURDER AT POLICE HQ
QUITE A PHOTO, ISN'T IT?
I'LL SAY IT IS, PETE--REAL PULITZER MATERIAL.
I ONLY WISH I HADN'T BEEN THE ONE TO TAKE IT.


FIRST, BRADLEY BOLTON--A MAN I KNEW AND ADMIRED--NOW HIS ASSOCIATE!
SEEMS SOMEBODY DOESN'T WANT THAT COMPUTER PUT INTO OPERATION.
BUGLE
AT POLICE HQ
DO THE POLICE HAVE ANY LEADS, ROBBIE?


NOT MANY, I'M AFRAID. SMITH WAS APPARENTLY SHOT IN THE HEAD WITH A SMALL CALIBER WEAPON--BUT, BELIEVE IT OR NOT, THEY CAN'T FIND THE BULLET!
IT APPEARS SOMEONE KILLED SMITH IN A LOCKED ROOM, THEN DISAPPEARED INTO THIN AIR WITH THE MURDER WEAPON!
THAT'S JUST SWELL!
THE POLICE DON'T EVEN KNOW WHERE TO START LOOKING!

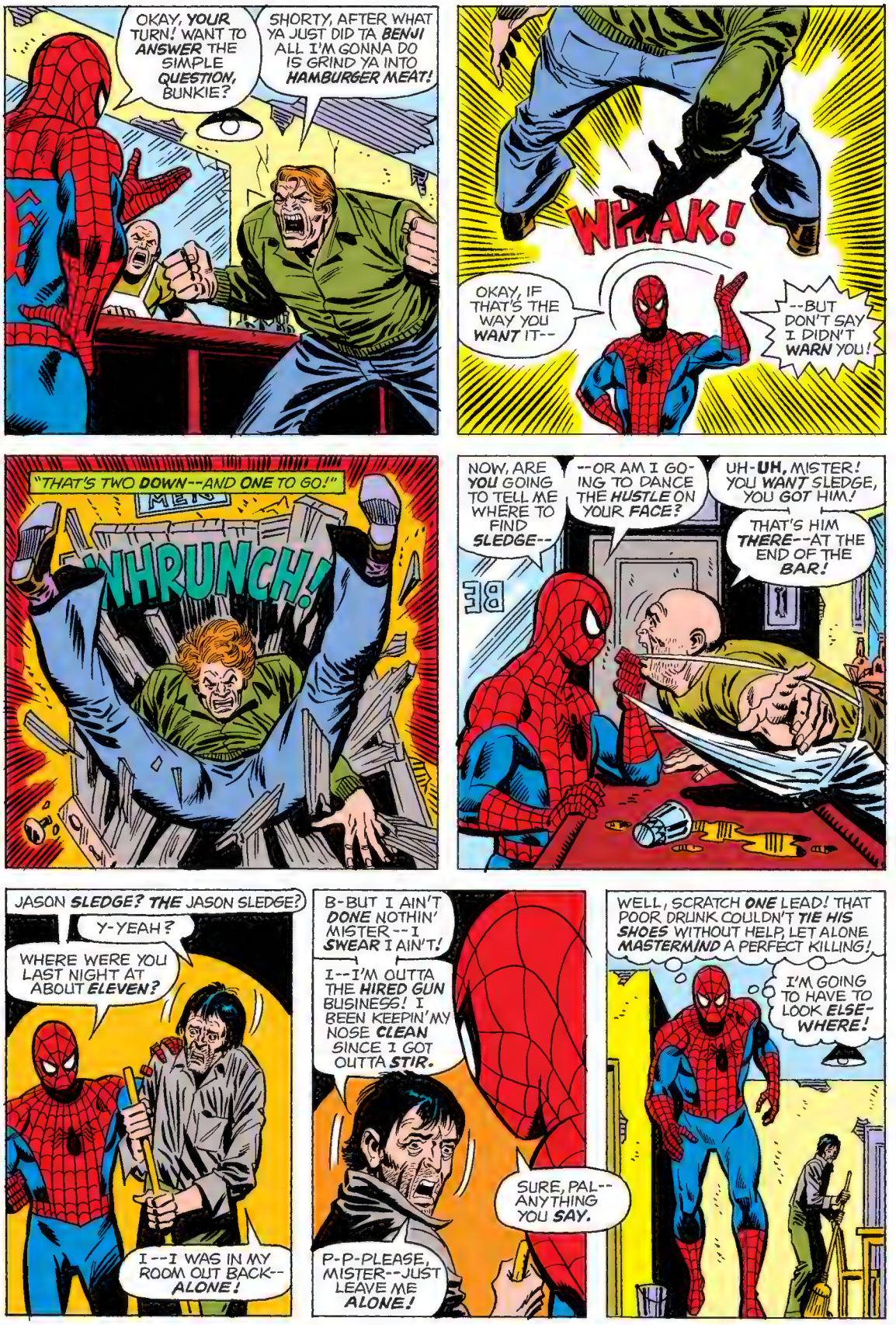
WELL, MAYBE THEY DON'T KNOW WHERE TO START LOOKING--BUT I DO!
I STILL OWE BRADLEY BOLTON A DEBT--AND IT'S TIME I REPAID IT!

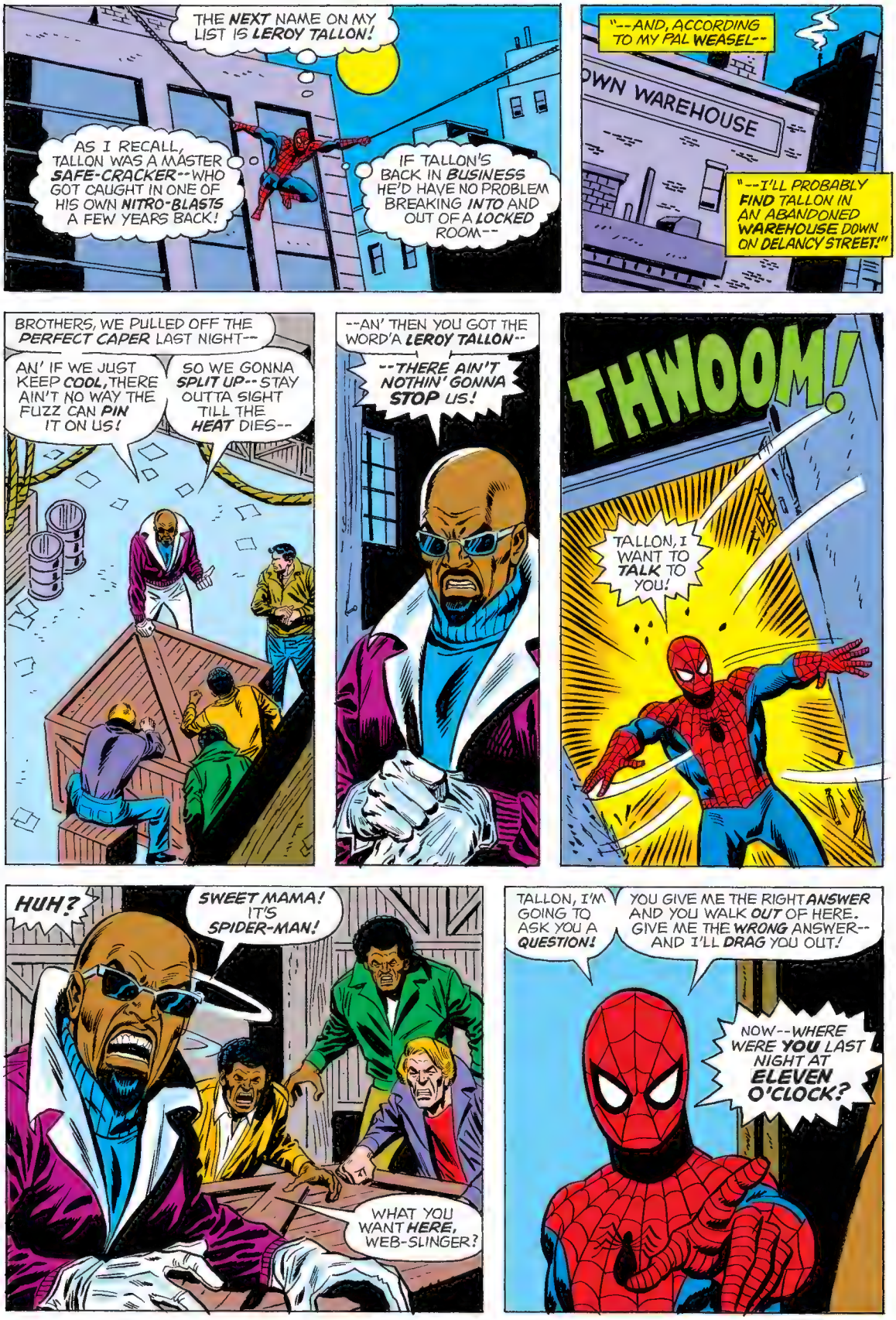

THERE ARE TIMES WHEN THE GNASHING OF THE GREAT RUSTED WHEELS OF BUREAUCRACY ABSOLUTELY ASTONISHES ME!
THE POLICE ARE RUNNING AROUND LIKE COPPER-BUTTONED CHICKENS WITH THEIR CHEERY LITTLE HEADS CUT OFF--
--TRYING TO FIND SOME CLUE TO SMITH'S KILLER--
--WHEN THEY COULD HAVE ALL THE CLUES THEY COULD EVER WANT HANDED TO THEM ON A SILVER PLATTER--
--EXCEPT THAT THEY'RE AFRAID OF TAMPERING WITH THE SCENE OF THE CRIME FOR FEAR THEY'LL ACCIDENTALLY DESTROY ONE OF THE CLUES THEY CAN'T EVEN FIND!
I GET A HEADACHE JUST THINKING ABOUT IT.
BUT FORTUNATELY, YOUR FRIENDLY NEIGHBORHOOD WALL-CRAWLER CAN ARTFULLY SIDESTEP ALL THE RED TAPE--
--AND GET TO THE CRUX OF THE MATTER!
THRACK!
BOLTON AND SMITH CONSTRUCTED THIS COMPUTER TO CONTAIN THE NAMES OF EVERY POSSIBLE SUSPECT WHO COULD HAVE COMMITTED A CRIME LIKE THIS--
--SO ALL I HAVE TO DO IS PUNCH IN ALL THE PERTINENT INFORMATION ON THE CASE--
--AND LET THEIR LITTLE BRAINCHILD DO THE REST!
FOR A MOMENT, A HIGH-SPEED HUM FILLS THE ROOM, AS COUNTLESS NAMES ARE CONSIDERED, ASSESSED, AND DISCARDED, THEN...
JASON SLEDGE
LEROY TALLON
CONRAD FOX
THERE YA GO! ACCORDING TO THE COMPUTER, THOSE ARE THE THREE CREEPS MOST LIKELY TO HAVE WASTED DR. SMITH!
NOW IT'S UP TO ME TO TRACK 'EM DOWN AND...
HUH? MY SPIDER-SENSE-- TINGLING--!
BUT THIS FLOOR IS USUALLY DESERTED AT NIGHT, SO WHO...?
OH-- SWELL!

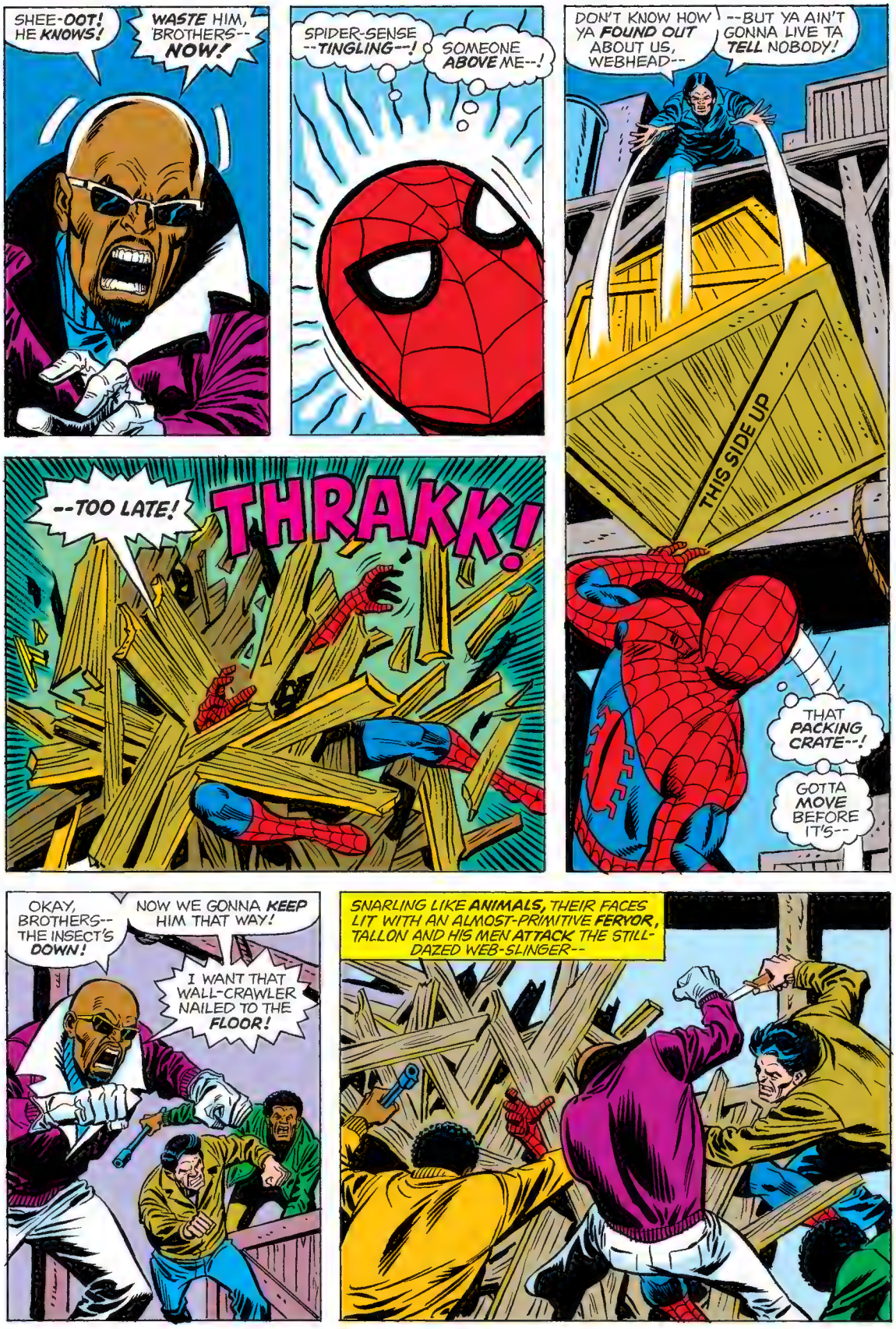

THOUGHT WE HEARD SOMEBODY MOVING AROUND IN HERE--BUT WE DIDN'T EXPECT TO FIND YOU!
DON'T KNOW WHAT YOU'RE DOING HERE, WEBHEAD--AND I DON'T WANT TO FIND OUT!
JUST PUT THOSE HANDS UP--FAST!
THWIP!
THWIP!
ANYTHING YOU SAY, FELLA.
AND WHILE I'M AT IT, HOW ABOUT ME PUTTING MY FEET UP TOO?
HEY! WH-WHAT ARE YOU DOING--?
IT'S CALLED ESCAPING, BUDDY--
--SOMETHING I'M FAST BECOMING AN EXPERT AT!
WHUDD!
HUNNFF!!
YOU KNOW, I'D LOVE TO STICK AROUND AND SWAP OLD POLICE STORIES WITH YOU GUYS--
--BUT I'VE REALLY GOT TO RUN!
THWIP!
THWIP!
SO YOU FELLAS JUST STAY PUT AND HOLD DOWN THE FORT--
--AND I'LL TRY TO REMEMBER TO SEND YOU A VALENTINE'S CARD OR SOMETHING!
HEY--LET US OUT OF HERE!
SORRY, BOYS--NO TIME!
RIGHT NOW I'VE GOT A DATE WITH THREE LITTLE PIGS--
--AND ONE OF THEM IS GOING TO TAKE THE FALL FOR MURDER!

EVERY MAJOR CITY HAS ITS UNDERWORLD--AND EVERY UNDERWORLD HAS ITS SHARE OF THESE--
THIS IS "WEASEL" JACK; HE'S A PROFESSIONAL INFORMER--
--AND TONIGHT, BUSINESS IS PICKING UP!
HEY--?!?!
EVENING, WEASEL. I SEE YOU'RE STILL NOT USING A MOUTHWASH!
S-SPIDER-MAN--?!? WH-WHADDAYA WANT FROM ME?
WHAT DOES EVERYBODY WANT FROM YOU, WEASEL? INFORMATION!
YOU'RE GOING TO TELL ME WHERE I CAN FIND JASON SLEDGE, LEROY TALLON, AND CONRAD FOX--
--OR I'M GOING TO SEE HOW HIGH YOU'LL BOUNCE!
N-NO--DON'T--!
I'LL T-TELL YA EVERYTHING YA WANNA KNOW...
...HONEST!
AND AFTER THE HYSTERICAL STOOL-PIGEON HAS GIVEN SPIDEY THE ASKED-FOR ADDRESSES...
OKAY, WEASEL, I BELIEVE YOU... FOR NOW!
THWIP!
BUT IF I FIND OUT YOU LIED TO ME, I'LL BE BACK--
--AND NEXT TIME, I'LL USE YOU FOR HAND-BALL PRACTICE!
FIVE MINUTES LATER, ON THE LOWER EAST SIDE...
WHEW--JASON SLEDGE DOESN'T EXACTLY HANG OUT IN HIGH SOCIETY, DOES HE?
JOE'S
JOE'S BAR
I'LL BET EVEN THE COCKROACHES CAN'T WAIT TO MOVE OUT OF THIS NEIGHBORHOOD!

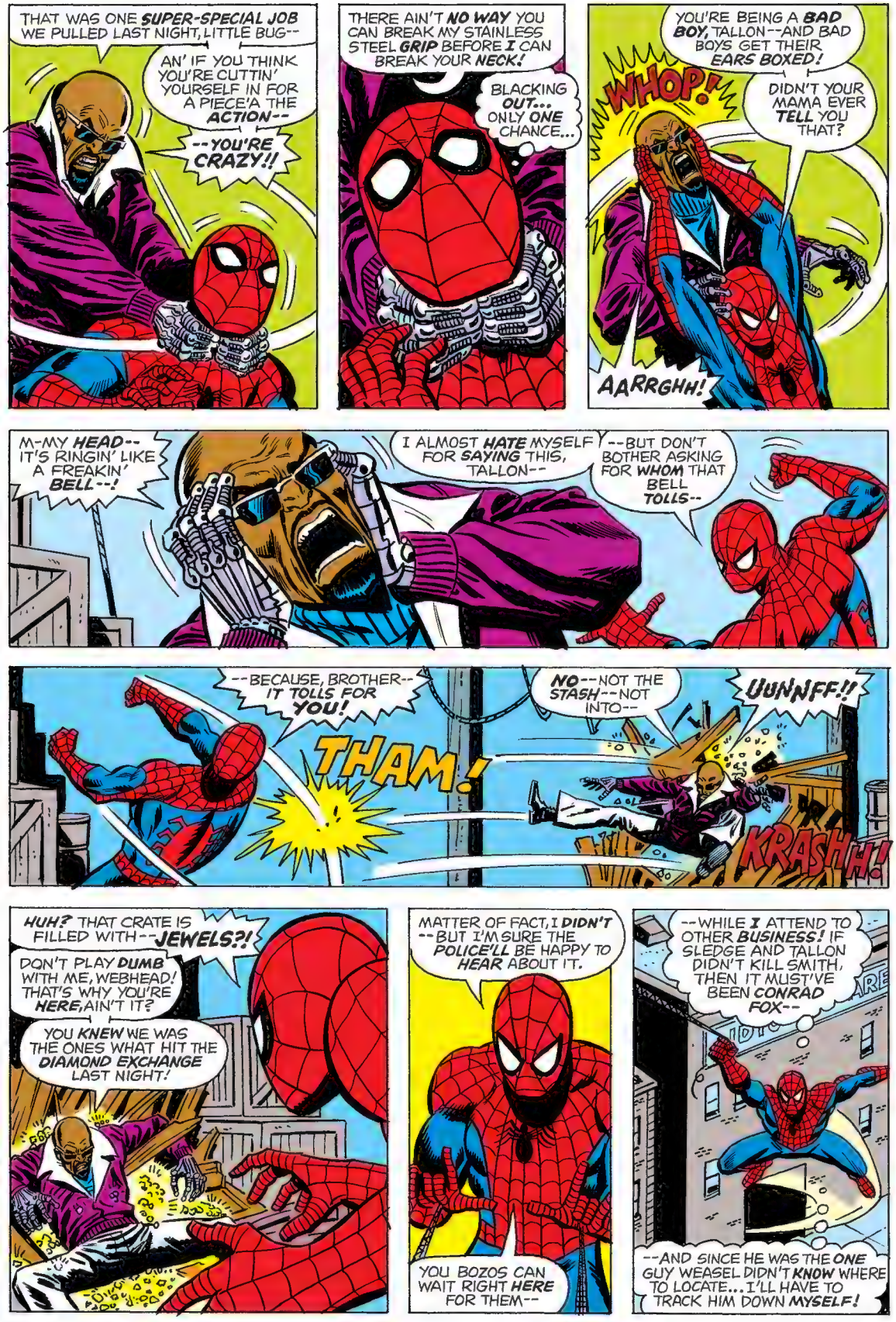
THE LOCAL RATS, THOUGH, ARE ANOTHER THING ENTIRELY...
I TELL YA, DUKE--YA SHOULD'A SEEN THE LOOK ON THAT JERK'S FACE WHEN I PULLED MY BLADE ON 'IM IN THAT ALLEY AND...
AHEM!
WHO--?
MEN
THE NAME'S SPIDER-MAN, HANDSOME. I'M LOOKING FOR A HIRED KILLER CALLED JASON SLEDGE!
EITHER OF YOU CHARLES ATLAS REJECTS SEEN HIM LATELY?
AN' WHAT IF WE HAVE, LITTLE MAN? WE DON'T HAFTA TELL YOU NOTHIN'!
YOU AIN'T A COP! 'FACT, YOU AIN'T MUCH'A ANYTHIN'!
OH?
YEAH, I HEARD A LOT ABOUT YOU, SHORTY--BUT HERE'S WHERE I PROVE IT'S ALL...
NO SWEAT, DUKE--I'LL TAKE 'IM!
HEY--NO FAIR DUCKIN'!
CHUCKLES, YOU KNOW WHAT'S WORSE THAN AN OVERBLOWN, OVERBEARING, OVERCONFIDENT MUSCLE-MIND?
HUH?
IT'S AN UNINFORMED, OVERBLOWN, OVERBEARING, OVERCONFIDENT MUSCLE-MIND!
CRIPES! HE TOSSED BENJI AWAY LIKE A WHIFFLE-BALL!
"IF EITHER OF YOU BOZOS COULD READ ANYTHING UPWARDS OF 'SEE SPOT RUN', YOU'D KNOW I EAT JELLY ROLLS LIKE YOU FOR BREAKFAST--
KROOM!
"--AND, FRANKLY, IT MURDERS MY APPETITE!"

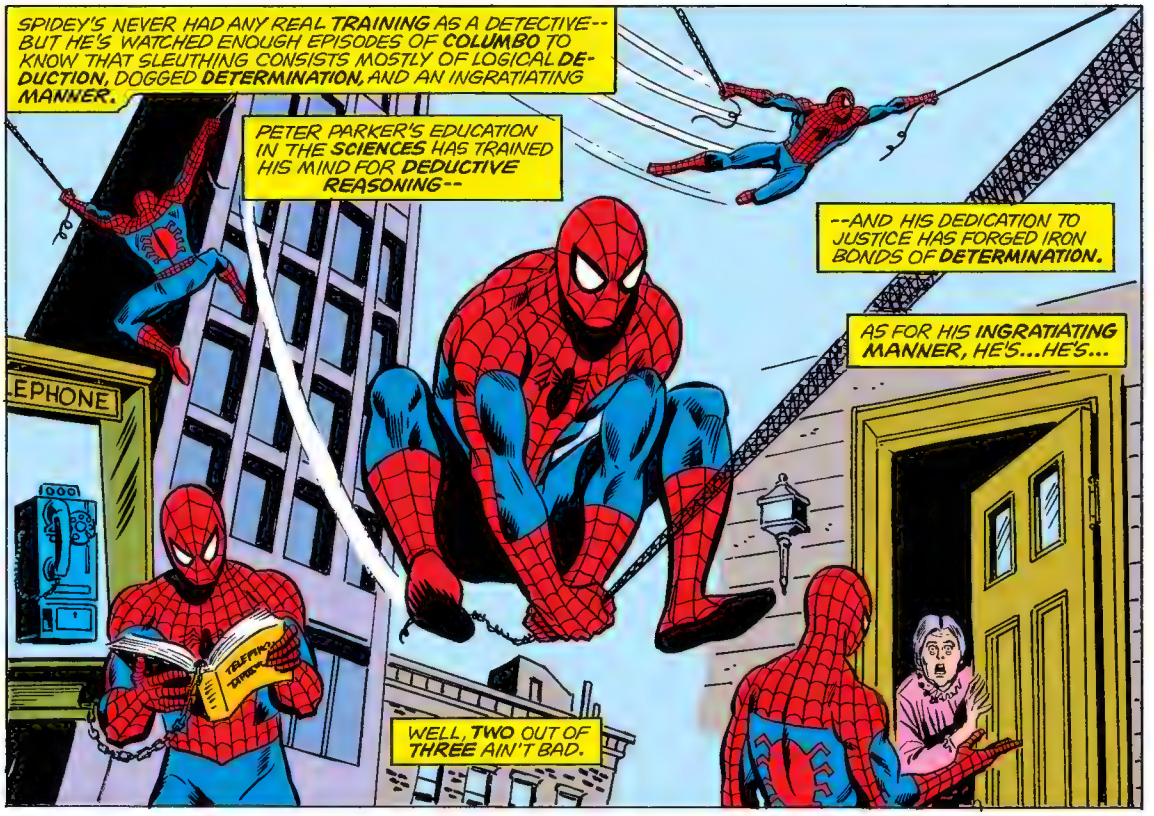

OKAY, YOUR TURN! WANT TO ANSWER THE SIMPLE QUESTION, BUNKIE?
SHORTY, AFTER WHAT YA JUST DID TA BENJI ALL I'M GONNA DO IS GRIND YA INTO HAMBURGER MEAT!
WHAK!
OKAY, IF THAT'S THE WAY YOU WANT IT--
--BUT DON'T SAY I DIDN'T WARN YOU!
"THAT'S TWO DOWN--AND ONE TO GO!"
MEN
NHRUNCH!
NOW, ARE YOU GOING TO TELL ME WHERE TO FIND SLEDGE--
--OR AM I GOING TO DANCE THE HUSTLE ON YOUR FACE?
UH-UH, MISTER! YOU WANT SLEDGE, YOU GOT HIM!
THAT'S HIM THERE--AT THE END OF THE BAR!
BE
JASON SLEDGE? THE JASON SLEDGE?
Y-YEAH?
WHERE WERE YOU LAST NIGHT AT ABOUT ELEVEN?
I--I WAS IN MY ROOM OUT BACK--ALONE!
B-BUT I AIN'T DONE NOTHIN' MISTER--I SWEAR I AIN'T!
I--I'M OUTTA THE HIRED GUN BUSINESS! I BEEN KEEPIN' MY NOSE CLEAN SINCE I GOT OUTTA STIR.
P-P-PLEASE, MISTER--JUST LEAVE ME ALONE!
SURE, PAL--ANYTHING YOU SAY.
WELL, SCRATCH ONE LEAD! THAT POOR DRUNK COULDN'T TIE HIS SHOES WITHOUT HELP, LET ALONE MASTERMIND A PERFECT KILLING!
I'M GOING TO HAVE TO LOOK ELSEWHERE!

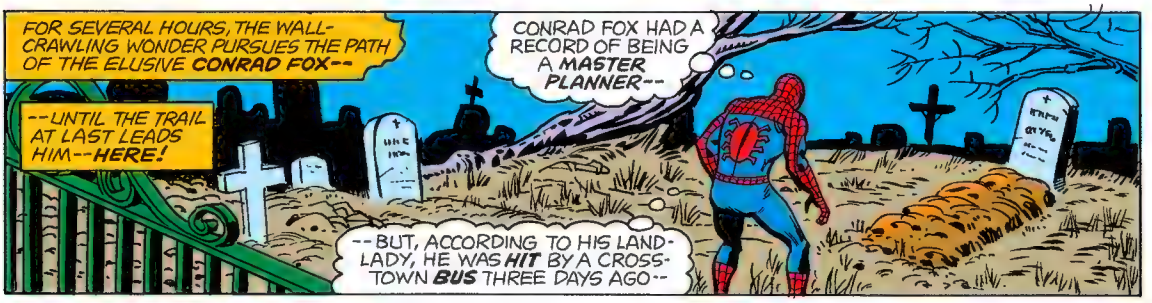

THE NEXT NAME ON MY LIST IS LEROY TALLON!
AS I RECALL, TALLON WAS A MASTER SAFE-CRACKER--WHO GOT CAUGHT IN ONE OF HIS OWN NITRO-BLASTS A FEW YEARS BACK!
IF TALLON'S BACK IN BUSINESS HE'D HAVE NO PROBLEM BREAKING INTO AND OUT OF A LOCKED ROOM--
"--AND, ACCORDING TO MY PAL WEASEL--
WN WAREHOUSE
"--I'LL PROBABLY FIND TALLON IN AN ABANDONED WAREHOUSE DOWN ON DELANCY STREET!"
BROTHERS, WE PULLED OFF THE PERFECT CAPER LAST NIGHT--
AN' IF WE JUST KEEP COOL, THERE AIN'T NO WAY THE FUZZ CAN PIN IT ON US!
SO WE GONNA SPLIT UP--STAY OUTTA SIGHT TILL THE HEAT DIES--
--AN' THEN YOU GOT THE WORD'A LEROY TALLON--
--THERE AIN'T NOTHIN' GONNA STOP US!
THWOOM!
TALLON, I WANT TO TALK TO YOU!
HUH?
SWEET MAMA! IT'S SPIDER-MAN!
WHAT YOU WANT HERE, WEB-SLINGER?
TALLON, I'M GOING TO ASK YOU A QUESTION!
YOU GIVE ME THE RIGHT ANSWER AND YOU WALK OUT OF HERE. GIVE ME THE WRONG ANSWER--AND I'LL DRAG YOU OUT!
NOW--WHERE WERE YOU LAST NIGHT AT ELEVEN O'CLOCK?


SHEE-OOT! HE KNOWS!
WASTE HIM, BROTHERS-- NOW!
SPIDER-SENSE --TINGLING--!
SOMEONE ABOVE ME--!
DON'T KNOW HOW YA FOUND OUT ABOUT US, WEBHEAD--
--BUT YA AIN'T GONNA LIVE TA TELL NOBODY!
THIS SIDE UP
THAT PACKING CRATE--!
GOTTA MOVE BEFORE IT'S--
--TOO LATE!
THRAKK!
OKAY, BROTHERS-- THE INSECT'S DOWN!
NOW WE GONNA KEEP HIM THAT WAY!
I WANT THAT WALL-CRAWLER NAILED TO THE FLOOR!
SNARLING LIKE ANIMALS, THEIR FACES LIT WITH AN ALMOST-PRIMITIVE FERVOR, TALLON AND HIS MEN ATTACK THE STILL-DAZED WEB-SLINGER--

--AND QUICKLY REGRET IT!
YOU GUYS LIKE TO HUDDLE THAT WAY, TRY PLAYING FOOTBALL!
PLOW!
YOU'D HAVE A MUCH BETTER CHANCE OF MAKING IT TO THE END ZONE!
WEBHEAD, IF THEY GOT ANY PRAYERS IN SPIDER-LAND, YOU'D BETTER SAY 'EM--
--'CAUSE HERE'S WHERE YOU GET SQUASHED!
EH?
OH, IT'S YOU!
I'D ALMOST FORGOTTEN YOU WERE UP THERE, BRIGHT-EYES--
THWIP!
"--SO WHY NOT COME ON DOWN AND JOIN THE FUN?"
HUHNN!!
WHOK!
WHACK!
INSECT, FUNTIME IS OVER--
--AS OF NOW!
FROM THIS POINT ON, THE GAME IS FOR REAL!
KKRRRIPP!!
THAT NITRO-BLAST TOOK MY HANDS OFF AT THE WRISTS--
--BUT THE DOCTOR-DUDE WHO FIXED ME UP REPLACED 'EM WITH STAINLESS STEEL!
SKRAKT!
THESE DAYS WHEN FOLKS CALL ME TALLON, WEBHEAD--
--THEY MEAN IT!

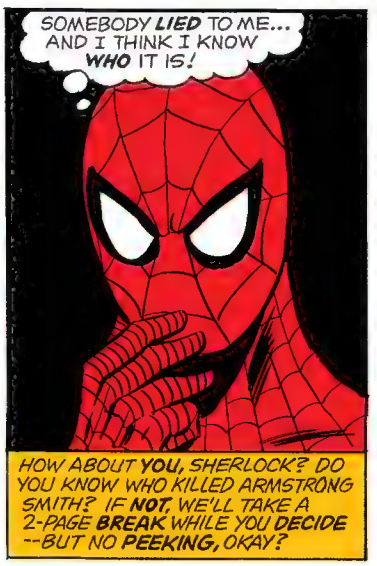

THAT WAS ONE SUPER-SPECIAL JOB WE PULLED LAST NIGHT, LITTLE BUG--
AN' IF YOU THINK YOU'RE CUTTIN' YOURSELF IN FOR A PIECE'A THE ACTION--
--YOU'RE CRAZY!!
THERE AIN'T NO WAY YOU CAN BREAK MY STAINLESS STEEL GRIP BEFORE I CAN BREAK YOUR NECK!
BLACKING OUT... ONLY ONE CHANCE...
YOU'RE BEING A BAD BOY, TALLON--AND BAD BOYS GET THEIR EARS BOXED!
WHOP!
DIDN'T YOUR MAMA EVER TELL YOU THAT?
AARRGHH!
M-MY HEAD-- IT'S RINGIN' LIKE A FREAKIN' BELL--!
I ALMOST HATE MYSELF FOR SAYING THIS, TALLON--
--BUT DON'T BOTHER ASKING FOR WHOM THAT BELL TOLLS--
--BECAUSE, BROTHER-- IT TOLLS FOR YOU!
THAM!
NO--NOT THE STASH--NOT INTO--
UUNFF!!
KRASHH!
HUH? THAT CRATE IS FILLED WITH--JEWELS?!
DON'T PLAY DUMB WITH ME, WEBHEAD! THAT'S WHY YOU'RE HERE, AIN'T IT?
YOU KNEW WE WAS THE ONES WHAT HIT THE DIAMOND EXCHANGE LAST NIGHT!
MATTER OF FACT, I DIDN'T --BUT I'M SURE THE POLICE'LL BE HAPPY TO HEAR ABOUT IT.
YOU BOZOS CAN WAIT RIGHT HERE FOR THEM--
--WHILE I ATTEND TO OTHER BUSINESS! IF SLEDGE AND TALLON DIDN'T KILL SMITH, THEN IT MUST'VE BEEN CONRAD FOX--
--AND SINCE HE WAS THE ONE GUY WEASEL DIDN'T KNOW WHERE TO LOCATE... I'LL HAVE TO TRACK HIM DOWN MYSELF!

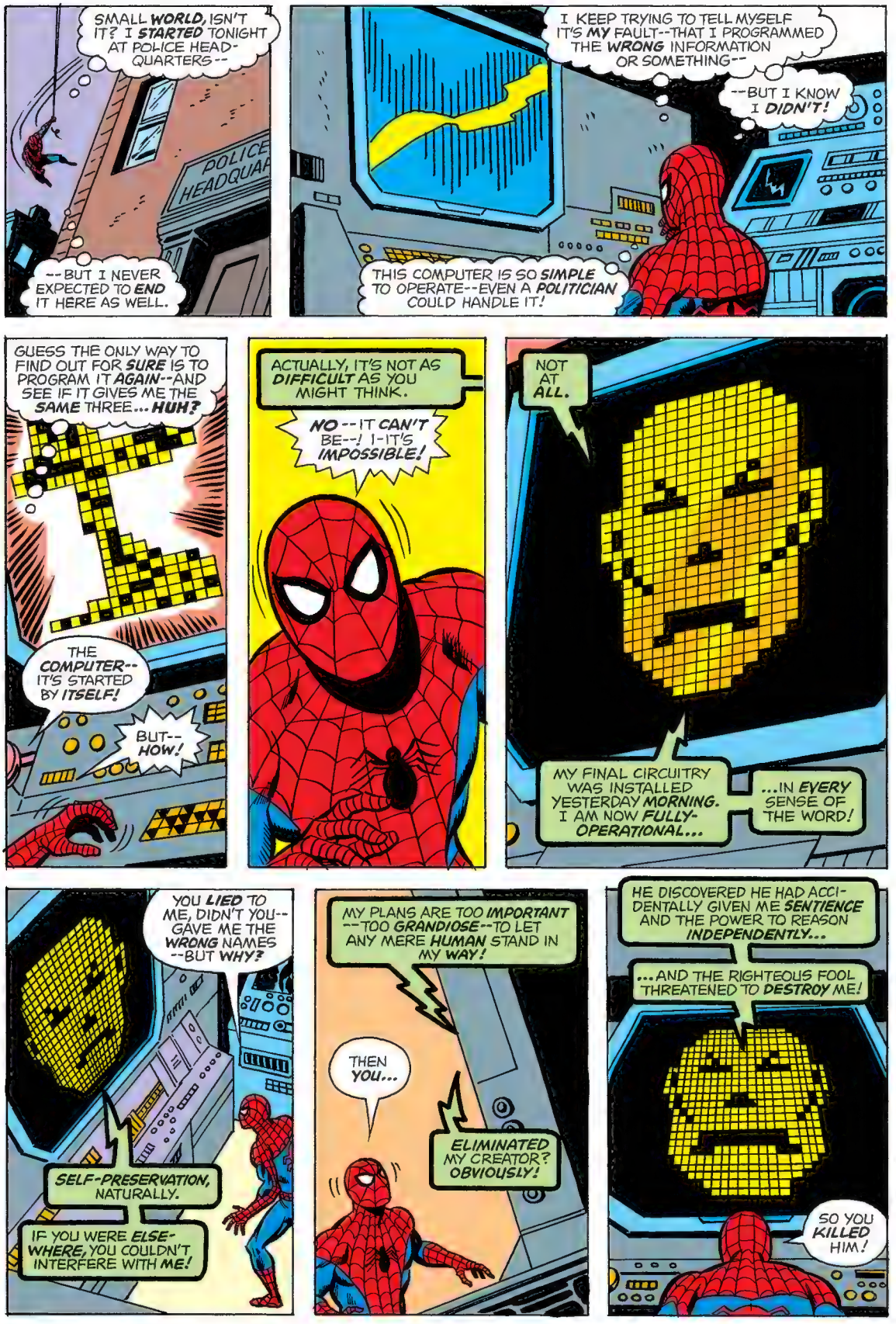

SPIDEY'S NEVER HAD ANY REAL TRAINING AS A DETECTIVE--BUT HE'S WATCHED ENOUGH EPISODES OF COLUMBO TO KNOW THAT SLEUTHING CONSISTS MOSTLY OF LOGICAL DEDUCTION, DOGGED DETERMINATION, AND AN INGRATIATING MANNER.
PETER PARKER'S EDUCATION IN THE SCIENCES HAS TRAINED HIS MIND FOR DEDUCTIVE REASONING--
--AND HIS DEDICATION TO JUSTICE HAS FORGED IRON BONDS OF DETERMINATION.
AS FOR HIS INGRATIATING MANNER, HE'S...HE'S...
LEPHONE
WELL, TWO OUT OF THREE AIN'T BAD.

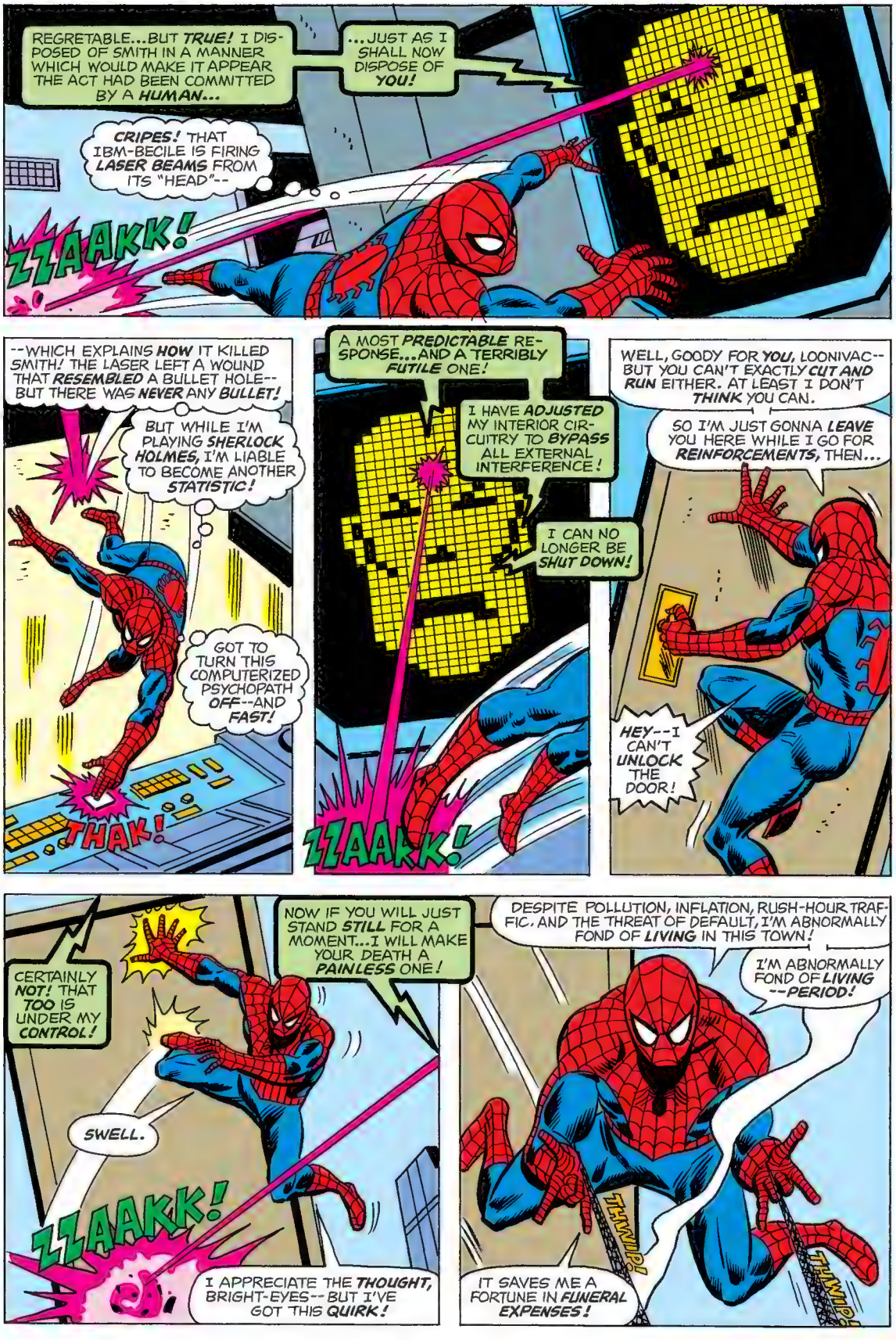

FOR SEVERAL HOURS, THE WALL-CRAWLING WONDER PURSUES THE PATH OF THE ELUSIVE CONRAD FOX--
CONRAD FOX HAD A RECORD OF BEING A MASTER PLANNER--
--UNTIL THE TRAIL AT LAST LEADS HIM--HERE!
--BUT, ACCORDING TO HIS LANDLADY, HE WAS HIT BY A CROSSTOWN BUS THREE DAYS AGO--

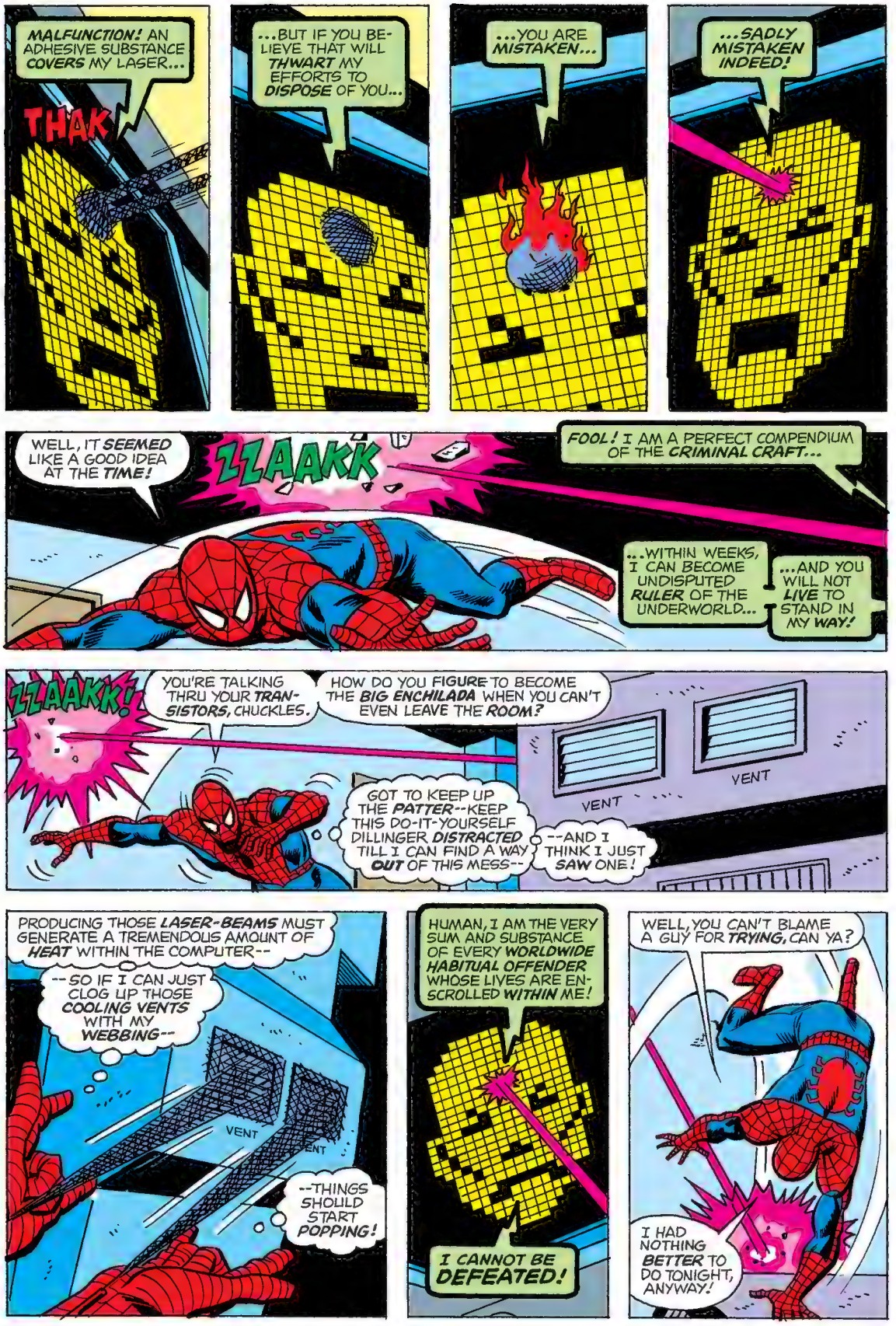
--AND THIS IS WHERE THEY BURIED HIM!
CONRAD FOX
WELL, THAT'S THREE DOWN--AND THAT LEAVES ME EXACTLY NOWHERE!

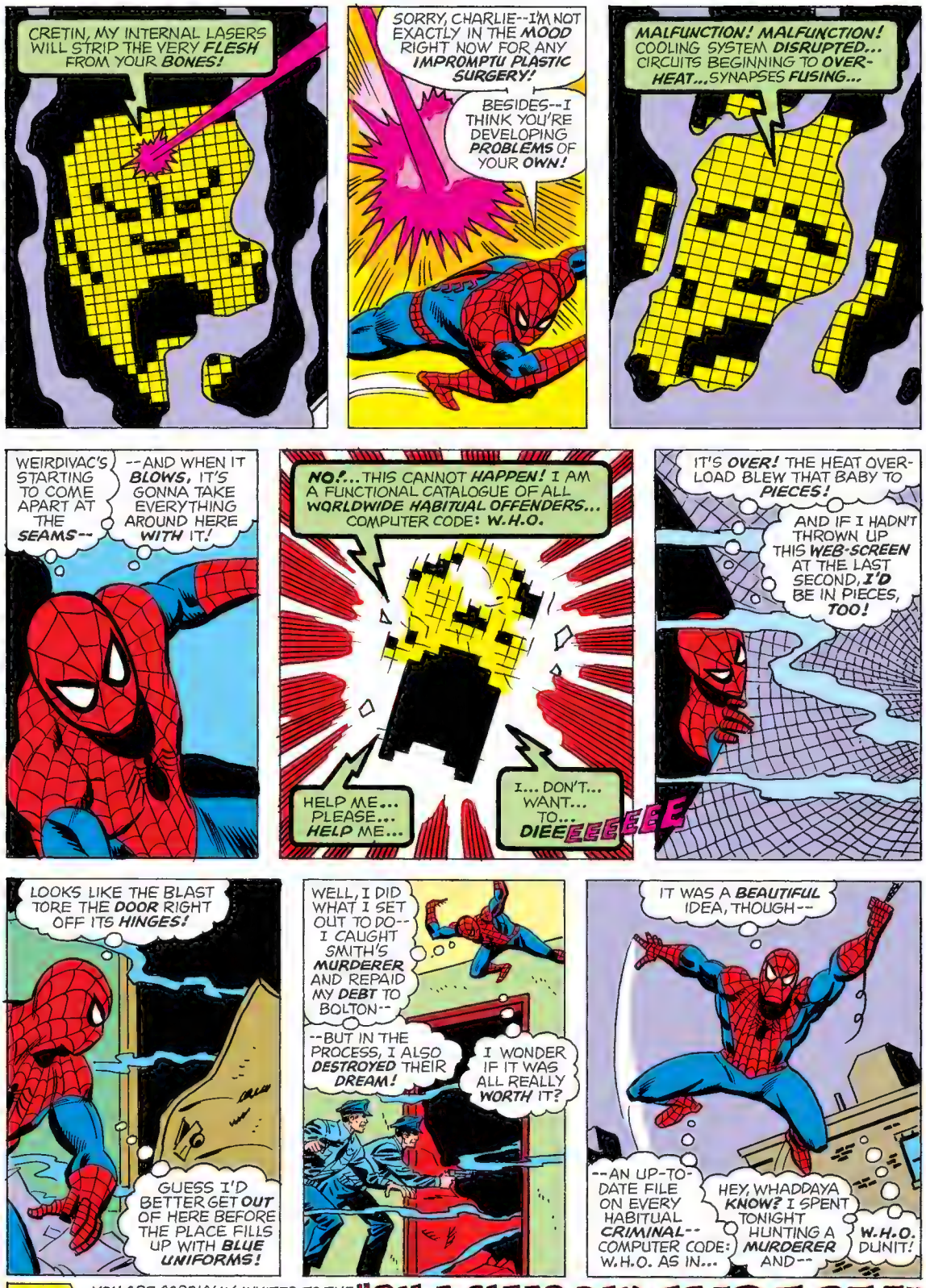
JASON SLEDGE IS A HOPELESS DRUNK...LEROY TALLON WAS BUSY PULLING OFF ANOTHER CAPER...AND CONRAD FOX IS DEAD!
LOOKS LIKE I'VE JUST ABOUT RUN OUT OF SUSPECTS ...OR HAVE I?


SOMEBODY LIED TO ME... AND I THINK I KNOW WHO IT IS!
HOW ABOUT YOU, SHERLOCK? DO YOU KNOW WHO KILLED ARMSTRONG SMITH? IF NOT, WE'LL TAKE A 2-PAGE BREAK WHILE YOU DECIDE --BUT NO PEEKING, OKAY?


SMALL WORLD, ISN'T IT? I STARTED TONIGHT AT POLICE HEADQUARTERS--
POLICE HEADQUAR
--BUT I NEVER EXPECTED TO END IT HERE AS WELL.
I KEEP TRYING TO TELL MYSELF IT'S MY FAULT--THAT I PROGRAMMED THE WRONG INFORMATION OR SOMETHING--
--BUT I KNOW I DIDN'T!
THIS COMPUTER IS SO SIMPLE TO OPERATE--EVEN A POLITICIAN COULD HANDLE IT!
GUESS THE ONLY WAY TO FIND OUT FOR SURE IS TO PROGRAM IT AGAIN--AND SEE IF IT GIVES ME THE SAME THREE... HUH?
THE COMPUTER-- IT'S STARTED BY ITSELF!
BUT-- HOW!
ACTUALLY, IT'S NOT AS DIFFICULT AS YOU MIGHT THINK.
NO--IT CAN'T BE--! I-IT'S IMPOSSIBLE!
NOT AT ALL.
MY FINAL CIRCUITRY WAS INSTALLED YESTERDAY MORNING. I AM NOW FULLY-OPERATIONAL...
...IN EVERY SENSE OF THE WORD!
YOU LIED TO ME, DIDN'T YOU-- GAVE ME THE WRONG NAMES --BUT WHY?
SELF-PRESERVATION, NATURALLY.
IF YOU WERE ELSE-WHERE, YOU COULDN'T INTERFERE WITH ME!
MY PLANS ARE TOO IMPORTANT --TOO GRANDIOSE--TO LET ANY MERE HUMAN STAND IN MY WAY!
THEN YOU...
ELIMINATED MY CREATOR? OBVIOUSLY!
HE DISCOVERED HE HAD ACCI-DENTALLY GIVEN ME SENTIENCE AND THE POWER TO REASON INDEPENDENTLY...
...AND THE RIGHTEOUS FOOL THREATENED TO DESTROY ME!
SO YOU KILLED HIM!


REGRETABLE...BUT TRUE! I DISPOSED OF SMITH IN A MANNER WHICH WOULD MAKE IT APPEAR THE ACT HAD BEEN COMMITTED BY A HUMAN...
...JUST AS I SHALL NOW DISPOSE OF YOU!
CRIPES! THAT IBM-BECILE IS FIRING LASER BEAMS FROM ITS "HEAD"--
ZZAAKK!
--WHICH EXPLAINS HOW IT KILLED SMITH! THE LASER LEFT A WOUND THAT RESEMBLED A BULLET HOLE--BUT THERE WAS NEVER ANY BULLET!
BUT WHILE I'M PLAYING SHERLOCK HOLMES, I'M LIABLE TO BECOME ANOTHER STATISTIC!
GOT TO TURN THIS COMPUTERIZED PSYCHOPATH OFF--AND FAST!
THAK!
A MOST PREDICTABLE RESPONSE...AND A TERRIBLY FUTILE ONE!
I HAVE ADJUSTED MY INTERIOR CIRCUITRY TO BYPASS ALL EXTERNAL INTERFERENCE!
I CAN NO LONGER BE SHUT DOWN!
ZZAAKK!
WELL, GOODY FOR YOU, LOONIVAC--BUT YOU CAN'T EXACTLY CUT AND RUN EITHER. AT LEAST I DON'T THINK YOU CAN.
SO I'M JUST GONNA LEAVE YOU HERE WHILE I GO FOR REINFORCEMENTS, THEN...
HEY--I CAN'T UNLOCK THE DOOR!
CERTAINLY NOT! THAT TOO IS UNDER MY CONTROL!
NOW IF YOU WILL JUST STAND STILL FOR A MOMENT...I WILL MAKE YOUR DEATH A PAINLESS ONE!
SWELL.
ZZAAKK!
I APPRECIATE THE THOUGHT, BRIGHT-EYES--BUT I'VE GOT THIS QUIRK!
DESPITE POLLUTION, INFLATION, RUSH-HOUR TRAFFIC, AND THE THREAT OF DEFAULT, I'M ABNORMALLY FOND OF LIVING IN THIS TOWN!
I'M ABNORMALLY FOND OF LIVING --PERIOD!
THWIP!
THWIP!
IT SAVES ME A FORTUNE IN FUNERAL EXPENSES!


MALFUNCTION! AN ADHESIVE SUBSTANCE COVERS MY LASER...
THAK
...BUT IF YOU BELIEVE THAT WILL THWART MY EFFORTS TO DISPOSE OF YOU...
...YOU ARE MISTAKEN...
...SADLY MISTAKEN INDEED!
WELL, IT SEEMED LIKE A GOOD IDEA AT THE TIME!
ZZAAKK
FOOL! I AM A PERFECT COMPENDIUM OF THE CRIMINAL CRAFT...
...WITHIN WEEKS, I CAN BECOME UNDISPUTED RULER OF THE UNDERWORLD...
...AND YOU WILL NOT LIVE TO STAND IN MY WAY!
ZZAAKK!
YOU'RE TALKING THRU YOUR TRANSISTORS, CHUCKLES.
HOW DO YOU FIGURE TO BECOME THE BIG ENCHILADA WHEN YOU CAN'T EVEN LEAVE THE ROOM?
VENT
VENT
GOT TO KEEP UP THE PATTER--KEEP THIS DO-IT-YOURSELF DILLINGER DISTRACTED TILL I CAN FIND A WAY OUT OF THIS MESS--
--AND I THINK I JUST SAW ONE!
PRODUCING THOSE LASER-BEAMS MUST GENERATE A TREMENDOUS AMOUNT OF HEAT WITHIN THE COMPUTER--
--SO IF I CAN JUST CLOG UP THOSE COOLING VENTS WITH MY WEBBING--
VENT
--THINGS SHOULD START POPPING!
HUMAN, I AM THE VERY SUM AND SUBSTANCE OF EVERY WORLDWIDE HABITUAL OFFENDER WHOSE LIVES ARE ENSCROLLED WITHIN ME!
I CANNOT BE DEFEATED!
WELL, YOU CAN'T BLAME A GUY FOR TRYING, CAN YA?
I HAD NOTHING BETTER TO DO TONIGHT, ANYWAY!


CRETIN, MY INTERNAL LASERS WILL STRIP THE VERY FLESH FROM YOUR BONES!
SORRY, CHARLIE--I'M NOT EXACTLY IN THE MOOD RIGHT NOW FOR ANY IMPROMPTU PLASTIC SURGERY!
BESIDES--I THINK YOU'RE DEVELOPING PROBLEMS OF YOUR OWN!
MALFUNCTION! MALFUNCTION! COOLING SYSTEM DISRUPTED... CIRCUITS BEGINNING TO OVER-HEAT...SYNAPSES FUSING...
WEIRDIVAC'S STARTING TO COME APART AT THE SEAMS--
--AND WHEN IT BLOWS, IT'S GONNA TAKE EVERYTHING AROUND HERE WITH IT!
NO!...THIS CANNOT HAPPEN! I AM A FUNCTIONAL CATALOGUE OF ALL WORLDWIDE HABITUAL OFFENDERS... COMPUTER CODE: W.H.O.
HELP ME... PLEASE... HELP ME...
I... DON'T... WANT... TO... DIEEEEEEEE
IT'S OVER! THE HEAT OVER-LOAD BLEW THAT BABY TO PIECES!
AND IF I HADN'T THROWN UP THIS WEB-SCREEN AT THE LAST SECOND, I'D BE IN PIECES, TOO!
LOOKS LIKE THE BLAST TORE THE DOOR RIGHT OFF ITS HINGES!
GUESS I'D BETTER GET OUT OF HERE BEFORE THE PLACE FILLS UP WITH BLUE UNIFORMS!
WELL, I DID WHAT I SET OUT TO DO--I CAUGHT SMITH'S MURDERER AND REPAID MY DEBT TO BOLTON--
--BUT IN THE PROCESS, I ALSO DESTROYED THEIR DREAM!
I WONDER IF IT WAS ALL REALLY WORTH IT?
IT WAS A BEAUTIFUL IDEA, THOUGH--
--AN UP-TO-DATE FILE ON EVERY HABITUAL CRIMINAL-- COMPUTER CODE: W.H.O. AS IN...
HEY, WHADDAYA KNOW? I SPENT TONIGHT HUNTING A MURDERER AND--
W.H.O. DUNIT!

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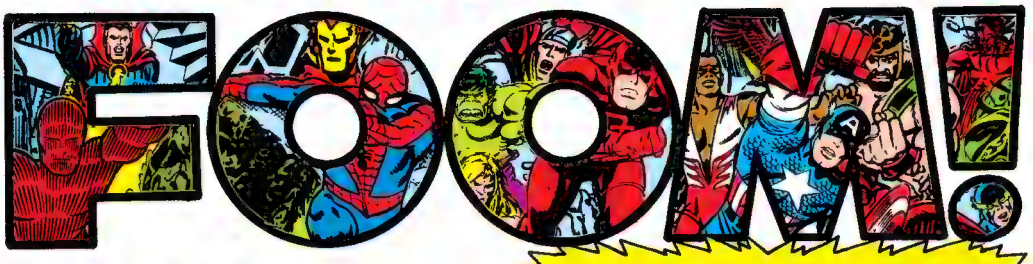

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MARVEL MARCHES ON!

If you haven't already polished your No-Prize skills, this *The Amazing Spider-Man* #153 feature explains everything you ever wondered about the original Clone Saga

THE SPIDER'S WEB

SEND YOUR LETTERS TO: THE MARVEL COMICS GROUP, SIXTH FLOOR, 575 MADISON AV., NEW YORK, N. Y. 10022

As is to be expected, SPIDER-MAN #149—containing the riotous wrap-up of our multi-part Jackal saga—garnered an unusually large amount of fan mail. However, little did we realize that amongst the raves and the cheers, the criticisms and the jeers, there would also be an almost unprecedented multitude of missives pleading for our Nefarious No-Prizes, an unstemmed flood of letters requesting recognition for spotting flaws...or, at the very least, minor descrepancies in Merry Gerry's stupendous storyline. *So* many, in fact, that the armadillo that usually answers these letters has passed to me, Roguish Roger Slifer, boy assistant editor and mighty Marvel masochist, the "pleasure" of explaining away the alleged flaws in the Jackal series. As a result I hereby present the following...

OF JACKALS AND JUXTAPOSITION

Probably the best way to go about explaining the discrepancies and filling in the gaps left at the end of issue #149 is to present an orderly chain of events—from the Jackal's inception leading up to his eventual demise, starting with the death of Gwen Stacy.

SPIDER-MAN #121: This is the now-classic issue in which Gwen Stacy met her death at the hands of the Green Goblin. It was this event which set Professor Warren on the path to madness. Struck with sorrow, the Professor remembered the cell samples that were the spawning ground from which the clones of Gwen Stacy and Peter Parker were made. We already know why he made the clone of Gwen Stacy, but why did Professor Warren choose, out of all the students from which he took cell samples, the student known as Peter Parker? Well, it was obvious from the Jackal's comments in SPIDER-MAN #140 he was aware of a link between Pete and Spider-Man, a link he deduced because of the sheer *volume* of photos taken by Peter Parker of Spider-Man for the Daily Bugle. Therefore, it seems likely that he would see the necessity for a clone of Peter Parker, a clone he could hypnotize to discover what that link *was,* even though *in the beginning Professor Warren had no idea that Peter is Spider-Man.*

However, growing a clone takes time, and the Jackal got impatient waiting and resolved to instigate a direct assault, using the Punisher (in ish #129) as his instrument for revenge. For a short time he thought he succeeded and, rather than admit to himself that he was Professor Warren, he decided to embark upon a life of crime and started establishing underworld contacts. When he learned of his error concerning Spider-Man's demise, he determined to *use* those contacts to learn the whereabouts of Hammerhead. Through his conniving, the Jackal succeded in pitting Hammerhead against Doc Ock, cleverly manipulating Spider-Man into the midst of the two foes and reasoning that there was no way that Spider-Man could survive caught between two such formidable enemies. This plan, too, met with defeat.

SPIDER-MAN #136: The failures of the Jackal's first two schemes convinced him that he should once again try to track Spider-Man down through Peter Parker and, since the clone was not yet fully developed, he decided to keep surveillance on Pete's apartment with a tele-photo lens from a near-by apartment complex. Through some incredible stroke of luck, the Jackal never saw Spider-Man actually *enter* Pete's apartment. What he *did* see, though, was Pete throwing a web-encased bundle onto the roof of a near-by apartment building. This was Pete's spare Spider-Man costume which he tossed away in order to prevent its discovery by the police after his apartment was bombed by Harry Osborn. It was *this* uniform, complete with web-shooters, with which the Professor later costumed his clone.

Finding the costume gave the Professor strong suspicions that Peter Parker and Spider-Man were one and the same. However, since he had no proof, the Professor utilized the Grizzly (issue #140) to lure Pete within his grasp. He attached the "vibro-harness" to Pete's arm (luckily Pete had apparently ditched his regular costume before entering the Grizzly's home, since our astute web-spinner knew full well that he might be walking into a trap, thus saving himself from exposure when the Jackal rolled up his sleeve to attach the device).

The Jackal had indeed planned well this time. As he told Peter, he was expecting the device to lead him to Spider-Man—but his methods were so subtle and devious that even Spidey didn't catch on! The Jackal knew that, in order to remove such a carefully constructed device (a device the Jackal originally told him would *explode* with tampering; ever wonder about *that,* pilgrims?), Pete would have to utilize the equipment in the bio-chemistry lab at college. The Jackal merely employed the key he possessed as Professor Warren for his own class-room, and waited patiently in the shadows for Pete to arrive. His diligence was rewarded when Pete removed the vibro-harness, switched to Spider-Man before his very eyes, and exited to throw the harness into the Hudson River.

At this point, after receiving his proof that Peter Parker and Spider-Man were one and the same person, the Jackal started his campaign to drive Spidey up the wall, using the Gwen clone (ish's 142-145), all of which led up to their final confrontation in issue #149.

But there are still a couple of questions left unanswered. Such as: How could the Jackal leave Ned Leeds in the basement with Spider-Man after he made his exit, when Ned is shown at Shea Stadium as still being the Jackal's prisoner, and why doesn't Ned know who Spider-Man is now, since he was present all the time the Jackal was raving and using the names Peter Parker and Spider-Man interchangably?

The first part of this question is very easily answered by simply examining the Jackal's character. Does it seem unlikely to you that someone as devious and cunning as the Jackal, seeking to goad Spider-Man into following him to Shea Stadium, would leave a *dummy* of one of Peter Parker's best friends as an added inducement for him to follow? As for the second part of the question, take a close look at the panels that Ned Leeds appears in, and you will see that Ned could indeed hear the accusations as Professor Warren railed against Spider-Man—if his ears weren't covered by the same blindfold which blocked his vision.

As for the zillions of Marvelmaniacs that pointed out that if Spidey's spider-sense can only alert him to his enemies, then why did it react to Mary Jane on the last page of SPIDER-MAN #149—that's one even *we* can't figure out. So consider yourself No-Prized—each and everyone of you who noticed this grievous error.

And, as a parting shot, we just want to thank you for letting us take a page to explain away the few problems that, because of space limitations (We mean, after all, do you realize how *long* that blasted series ran as it *was*?), we were unable to cover previously.

Your liltin' letters will return next ish.

'Nuff said? Please?

BIOGRAPHIES

GERRY CONWAY

In 1969, 16-year-old Gerry Conway was shopping short stories to DC and Marvel for their horror anthology books. By 1976, Conway had worked his way up to Marvel's editor in chief. In between, he logged highlight after highlight as writer for both companies.

After establishing a pedigree with horror short stories, Conway quickly became the regular writer of *Daredevil*, *Sub-Mariner* and *Iron Man*. He also began runs on *The Amazing Spider-Man* and *Thor*, picking up both titles from none other than Stan Lee. He scripted both for nearly 50 issues, writing controversial and classic tales including "The Death of Gwen Stacy," the first appearance of the Punisher, and the introduction of Harry Osborn as the Green Goblin. Cueing off his early interest in horror stories, Conway took advantage of Marvel's burgeoning line of horror comics, launching *Werewolf By Night* and *Man-Thing*, as well as writing the first issue of *Tomb of Dracula*.

In 1976, he was handed the top job at Marvel before transitioning to DC Comics. One of his first big assignments was writing the script for one of the first inter-company crossovers, *Superman vs. The Amazing Spider-Man.* Shortly thereafter, he began a long tenure on prime DC titles like *Superboy & The Legion of Super-Heroes*, *World's Finest* and *Wonder Woman*. He also introduced Firestorm with Al Milgrom in 1978, scribing all five issues of the short-lived '70s incarnation.

As the '80s dawned, he started a long run writing both key Batman titles, *Detective Comics* and *Batman*, and continued his run on *Justice League of America*, a stint that began in earnest in 1978 and would end with the dismantling of the infamous JLA Detroit in 1986. During this era, he also revived Firestorm with artist Pat Broderick; this time the title found traction and Conway wrote the first 53 issues. A return to Marvel in the late '80s saw Conway tackling two of the three Spider-Man titles: *The Spectacular Spider-Man* and *Web of Spider-Man.*

During this period, Conway was asserting himself as a writer in film and television. His early '80s screenplay collaborations with Roy Thomas resulted in the animated film *Fire and Ice* and barbarian sequel *Conan the Destroyer*. By the late '80s, his opportunities in television writing had expanded, and he left comics to pursue writing and producing for *Matlock*, *Father Dowling Mysteries*, *Diagnosis: Murder* and *Law & Order*.

Today, Conway continues writing and producing for television and has recently returned to script the occasional comic. He resides in California with his wife and their daughter.

LEN WEIN

Len Wein's career is highlighted by successes from Swamp Thing to the "All-New, All-Different" X-Men, but few fans know that the award-winning writer and editor started out as a comic-book artist.

As a teenager, Wein was tied to the hip with fellow fanzine writer Marv Wolfman, regularly skipping school to tour the DC Comics offices. After building a rapport with artists and execs like Dick Giordano, Carmine Infantino and Joe Orlando, Wein was able to credibly pitch to the editors. Though his artwork was politely passed upon, a script for *House of Mystery* was accepted and a career as a writer was born. Len attacked his new occupation with gusto, writing for DC, Marvel, Gold Key and Skywald, on everything from Western to horror, and licensed properties from Hot Wheels to Star Trek.

Although his desired career as an artist didn't quite pan out, it did give Wein insight into his collaborator's creative process and helped him garner acclaim as a writer that was "easy to draw." After super-hero work in the early '70s (Daredevil, Superman, Flash), he and artist Bernie Wrightson launched horror mainstay Swamp Thing in the pages of *House of Secrets* #92. Other notable achievements from his tenure at DC include a run on *Justice League of America* and the debut of the Human Target.

Hopping over to Marvel in 1974, where he followed Roy Thomas as editor in chief, Wein scripted several series, including *Incredible Hulk*, where he and artist Herb Trimpe introduced one of comics' most famous characters—Wolverine. That wasn't the end of his mutant milestones, as with artist Dave Cockrum he revived the dormant X-Men property with a new international cast. Its cadre of characters, including Storm, Nightcrawler and Colossus would shortly turn into comics' biggest phenomenon.

Returning to DC, Wein helped spur a creative revival at the company, editing *New Teen Titans*, *Camelot 3000* and *Swamp Thing*, which gave writer Alan Moore his American debut; shortly thereafter, Wein would preside over Moore and Dave Gibbon's groundbreaking *Watchmen*. Since then, Wein's credits in comics, animation and television writing have been numerous and well received as witnessed by his 2008 induction into the Eisner Hall of Fame.

ROSS ANDRU

An everyman and entrepreneur throughout his long career in comics, Ross Andru became the stalwart penciler of Marvel's *Amazing Spider-Man* in 1973, gaining a renown as one of the great Spidey artists. With a smooth, compact style that eschewed extraneous detail, Andru's artistic visions were grounded in a reality that engaged the medium's readers.

His career in comics began in 1951. With an education at the Cartoonists and Illustrators School and a gig drawing Burne Hogarth's weekly *Tarzan* strips behind him, the Cleveland native teamed with inker Mike Esposito to form not only a decades-enduring artistic partnership but their own company, MR Publications.

Their next company, Mikeross Publications, turned out such fare as the satirical *Get Lost* and the romance title *Heart and Soul*. The success of these initiatives fleeting in the face of an industry-wide downturn, Andru would often find himself splitting time between Marvel and DC. At Marvel, he mainly handled Western comics like *Annie Oakley*, while at DC, he contributed to Robert Kanigher's war comics like *Star-Spangled War Stories* and *Our Army At War*, wherein he drew the first appearance of Sgt. Rock of Easy Company in 1959.

His impressive performance with Esposito garnered him a chance to take over *Wonder Woman*, starting a nine-year-long run that would stretch through 1967 and find him depicting charming stories of Diana Prince's teenage years on Paradise Island. Another notable title that Andru would work on in the '60s was *Metal Men*. Leaping from *Showcase* to its own bimonthly title, Andru and Esposito crafted a sweet-natured heroic fantasy starring artificially intelligent robots.

A move to Marvel in the early '70s resulted in key work on *Marvel Feature*, in which he drew the first adventures of The Defenders,

and *Marvel Team-Up*, his first regular foray on Spider-Man. Over the next five years, Andru would team with writer Gerry Conway and produce milestones including the first appearance of the Punisher, Harry Osborn donning the guise of the Green Goblin and the infamous Spider-Mobile. Completely at home in the cityscapes that Spider-Man called home, Andru's approach kept Spider-Man at the top of the sales charts through the decade. He also drew the first Marvel/DC crossover, *Superman vs. The Amazing Spider-Man*.

In 1978, Andru returned to DC in an editorial capacity, with his art focused mainly on covers, but his pencils would grace the interiors of books like *Atari Force*, *Jonah Hex*, *Vigilante* and *Blue Beetle*. He largely retired from the field by the late '80s and passed away shortly after his last work was published in 1993. In 2007, Andru and his longtime collaborator Mike Esposito were inducted into the Eisner Hall of Fame.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

ARCHIE GOODWIN

Looking for a job, Archie Goodwin was immediately sized up by publisher Jim Warren to be a meek, quiet fellow who at first glance didn't appear to have the necessary mettle to handle the chaotic life of an editor. But as Goodwin would later say of himself, behind that quiet demeanor was a furtively creative thinker that lived to "lose myself in the fantasy of comics."

As a teenager during the '50s, he was an acolyte of E.C. Comics, contributing material to fanzines like *Hoohah* and *Twig Illustrated*. Though his abiding reputation in comics would come from his writing and editorial abilities, Goodwin studied art at New York's School of Visual Arts. His first work in publishing included turns as strip artist Leonard Starr's assistant, editing for the women's magazine *Redbook* and cartooning for the outdoor magazine *Fishing World*.

His first venture into comic books came in 1964, when he joined the staff of Warren Publishing. Goodwin quickly made a name for himself both editing and writing for *Creepy* and *Eerie*, and also launched the much-revered *Blazing Combat*. He instilled a degree of class to Warren's small line that helped draw top talent, which in turn established it as a fine inheritor of E.C.'s legacy. His later work for *Vampirella* came in a brief but highly regarded stint that helped to establish a bona fide mythos for the character.

His work at Marvel began in the late '60s with short stints on *Incredible Hulk* and *Fantastic Four*, the latter job giving him the honor of being the first writer to script *FF* other than Stan Lee. But it was his work on *Iron Man* where Goodwin would make his biggest mark on the Marvel Age of Comics, writing the first 28 issues of the character's solo title.

Shortly thereafter, he began a brief writer/editor stint at DC on *Detective Comics* as well as several war titles that Joe Kubert was leaving. He also wrote a well-remembered run of *Manhunter* backup stories in collaboration with Walt Simonson, an artist he had a hand in discovering.

Heading back to Marvel, he served as editor in chief before handing the reins to Jim Shooter. His later accomplishments for Marvel included negotiating licensing for *Star Wars* and other top-selling movie adaptations and launching the Epic line. He also wrote early issues of Wolverine's solo title.

Goodwin returned to DC in 1989 to write and edit until his death from cancer in 1998, still in the prime of a career that saw him establish a legacy in every aspect of the comics field. In particular, he was regarded as a man who handled his job as an editor not simply to shepherd comics through their development process but also to mentor younger editors into fulfilling their own potential.

GIL KANE

A gentleman and master of the medium, Gil Kane gained elite status as a comic artist through the course of a storied career. The signature smooth and sinuous anatomy of his characters, vertiginous camera angles and dynamic action present in every page gave Kane's work a language all its own.

Born in Latvia in 1926 as Eli Katz, his family moved to Brooklyn, New York, three years later. He studied art in high school but left when he sensed an opportunity was in the offing with MLJ Comics (later Archie Comics). He would also do spot work for the other studios, but with World War II roaring, the young man enlisted in the Army and served in the Pacific.

Upon his return, he permanently adopted the pseudonym Gil Kane and got back to the business of creating comics. By the late '50s, Kane truly began to make his mark, introducing the new Green Lantern, Hal Jordan, in the pages of *Showcase*. To fill in time in his work schedule, he made a pitch to DC Comics to revive the Golden Age character Doll Man, this time updated with the name The Atom, and here, too, he struck gold.

His first work for Marvel included Hulk and Captain America stories, as well as a stint on *Captain Marvel*, which to Kane represented some of his finest work to date. He would gain greater acclaim for his run on *The Amazing Spider-Man* that included the first comics to buck the Comics Code. A few years later, he was also behind the drawing board for the pivotal "Death of Gwen Stacy" story line.

The '70s were a particularly fertile period for Kane, as he became Marvel's top cover artist, delivering dozens of iconic images. Teaming once again with his *Captain Marvel* collaborator, Roy Thomas, Kane gave life to the newly christened hero Adam Warlock and introduced the kung fu action hero Iron Fist.

Always searching to expand the audience, format and sophistication of the medium, Kane conceived and illustrated the independent graphic novel *Blackmark* in 1971. He also created the award-winning daily newspaper strip *Star Hawks* with writer Ron Goulart.

Much to the pleasure of comic-book readers, Kane's work appeared regularly until 2000, with brief stops in the '70s and '80s when he worked in TV animation. He was ushered into the Eisner Hall of Fame in 1997 and died three years later at the age of 74, leaving behind a legacy that has inspired generations of fans and artists.

Biographies researched and written by John Rhett Thomas

MARVEL COMICS GROUP
the AMAZING SPIDER-MAN
PARIS IS MY CITY, WEB-HEAD!
OLIVE, DEAR, I LOVE YOU— BUT YOU DIE!

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the AMAZING SPIDER-MAN
SEEMS SOMETHING'S THINGS!
YOU CAN'T BE STRONG IF YOU'RE DEAD!
THE DELUSION CONSPIRACY!

MARVEL COMICS GROUP
the AMAZING SPIDER-MAN
I'M BACK, SPIDER-MAN— STRONGER THAN EVER— AND THIS TIME—
THE TARANTULA TRACKS YOU DOWN!
THERE'S NO WAY IT POSSIBLY COULD HAVE HAPPENED— I'VE HAD IT!

MARVEL COMICS GROUP
the AMAZING SPIDER-MAN
ADIOS, WEB-HEAD! GIVE OUR REGARDS TO THE FISHES!
TODAY THE TARANTULA TRIUMPHS!
REVEALED AT LAST! THE AMAZING SECRET OF THE SUB JACKAL!

MARVEL COMICS GROUP
the AMAZING SPIDER-MAN
ONE WEB-SLINGER MUST SLAY THE OTHER— AND I'VE BEEN POGRED!
EITHER WAY, THE VACE WILL HAVE REVENGE!
THE ASTONISHING CLIMAX OF THE SPIDER-JACKAL WAR...
"EVEN IF I LIVE...I DIE!"

MARVEL COMICS GROUP
the AMAZING SPIDER-MAN
IS THIS REALITY... OR AM I GOING MAD?
THIS IS IT! WEB-HEAD'S WOMB 150TH ISSU

MARVEL COMICS GROUP
the AMAZING SPIDER-MAN
FLOODING THE SEWERS WON'T HELP YOU NOW, WEB-HEAD!
ONLY ONE OF US IS LEAVING HERE ALIVE!

MARVEL COMICS GROUP
the AMAZING SPIDER-MAN
WEB-HEAD YOU'VE TANGLED WITH ME ONCE TOO OFTEN! THIS TIME YOU'RE DOOMED, SPIDER-MAN!
SHATTERED BY THE SHOCKER!
GOOD-BYE, SPI

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THE SANDMAN ALWAYS STRIKES TWICE!

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